

Estimated Hearing Date: November 7, 2018 at 9:30 a.m. (Atlantic Standard Time)

Objection Deadline: August 6, 2018 at 4:00 p.m. (Atlantic Standard Time)

UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,  
  
Debtors.<sup>1</sup>

PROMESA

Title III

No. 17 BK 3283-LTS

**Re: ECF Nos. 1063, 1150, 1715,  
3269**

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO HIGHWAYS AND  
TRANSPORTATION AUTHORITY (“HTA”),  
  
Debtor.

PROMESA

Title III

No. 17 BK 3567-LTS

**SUMMARY OF THIRD INTERIM APPLICATION OF O’MELVENY & MYERS LLP  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR  
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE PUERTO RICO FISCAL  
AGENCY AND FINANCIAL ADVISORY AUTHORITY FOR THE PERIOD FROM  
FEBRUARY 1, 2018 THROUGH MAY 31, 2018**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations.)

|  |  |
|--|--|
| Name of Applicant:   | O'Melveny & Myers LLP  |
| Authorized to Provide Professional Services to:                              | Puerto Rico Fiscal Agency and Financial Advisory Authority (" <u>AAFAF</u> ") as the entity authorized to act on behalf of the Commonwealth of Puerto Rico |
| Period for which compensation and reimbursement are sought:                  | February 1, 2018 through May 31, 2018  |
| Amount of Compensation sought as actual, reasonable, and necessary:          | \$155,651.42   |
| Amount of Expense Reimbursement sought as actual, reasonable, and necessary: | \$451.10   |

This is a(n): ☐ monthly ☒ interim ☐ final application<sup>2</sup>

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<sup>2</sup> OMM's fee and expense totals in this interim application do not differ from the sum of previously-served monthly statements.

- Blended Rate in this application for attorneys: \$787/hr
- Blended Rate in this application for all timekeepers: \$684/hr

**Prior Monthly Fee Statements Filed:**

| Compensation Period                    | Fees Requested        | Expenses Requested |
|--|-----------------------|--------------------|
| May 21, 2017 - May 31, 2017            | \$126,501.60          | None.              |
| June 1, 2017 - June 30, 2017           | \$560,943.36          | \$8,141.88         |
| July 1, 2017 - July 31, 2017           | \$778,916.62          | \$31,702.26        |
| August 1, 2017 - August 31, 2017       | \$436,882.81          | \$25,743.41        |
| September 1, 2017 - September 30, 2017 | \$127,555.42          | \$1,945.58         |
| October 1, 2017 - October 31, 2017     | \$68,365.17           | \$794.84           |
| November 1, 2017 - November 30, 2017   | \$70,728.57           | \$41.90            |
| December 1, 2017 - December 31, 2017   | \$48,669.61           | \$5.20             |
| January 1, 2018 - January 31, 2018     | \$185,536.05          | \$2,005.95         |
| February 1, 2018 - February 28, 2018   | \$38,152.78           | \$247.40           |
| March 1, 2018 - March 31, 2018         | \$38,537.81           | \$25.60            |
| April 1, 2018 - April 30, 2018         | \$56,110.68           | \$12.50            |
| May 1, 2018 - May 31, 2018             | \$33,298.81           | \$165.60           |
| <b>TOTAL INCURRED:</b>                 | <b>\$2,570,199.29</b> | <b>\$70,832.12</b> |

**Payments Made to Date:<sup>3</sup>**

| Compensation Period                    | Fees Paid             | Expenses Paid      |
|--|-----------------------|--------------------|
| May 5, 2017 - May 31, 2017             | \$113,851.44          | None.              |
| June 1, 2017 - June 30, 2017           | \$504,849.02          | \$8,141.88         |
| July 1, 2017 - July 31, 2017           | \$701,024.96          | \$31,702.26        |
| August 1, 2017 - August 31, 2017       | \$393,194.53          | \$25,743.41        |
| September 1, 2017 - September 30, 2017 | \$114,799.88          | \$1,945.58         |
| October 1, 2017 - October 31, 2017     | \$61,528.65           | \$794.84           |
| November 1, 2017 - November 30, 2017   | \$63,655.71           | \$41.90            |
| December 1, 2017 - December 31, 2017   | \$43,802.65           | \$5.20             |
| January 1, 2018 - January 31, 2018     | \$166,982.45          | \$2,005.95         |
| <b>TOTAL PAID:</b>                     | <b>\$2,163,689.29</b> | <b>\$70,381.02</b> |

<sup>3</sup> This payment chart does not include any holdback amounts paid to date.

**TABLE OF SCHEDULES AND EXHIBITS**

Schedule A - List and Summary of Hours by Professional

Schedule B - Summary of Hours and Compensation by Matter Code

Schedule C - Expense Summary

Schedule D - Customary and Comparable Disclosures

Exhibit A - Attorney Certification

Exhibit B - Detailed Time and Expense Records

**Schedule A**

**LIST AND SUMMARY OF HOURS AND COMPENSATION BY PROFESSIONAL<sup>4</sup>**

| <b>Name</b>         | <b>Title or Position</b> | <b>Hourly Rate Billed in this Application</b> | <b>Hours Billed in this Application</b> | <b>Total Compensation</b> |
|---------------------|--------------------------|---|---|---------------------------|
| ASHLEY PAVEL        | Counsel                  | 692.75  | 27.1                                    | 18,773.58                 |
| DIANA M. PEREZ      | Counsel                  | 739.50  | 39.4                                    | 29,136.30                 |
| ELIZABETH L. MCKEEN | Partner                  | 807.50  | 22.0                                    | 17,765.00                 |
| GARO HOPLAMAZIAN    | Counsel                  | 709.75  | 11.1                                    | 7,878.30                  |
| JOSEPH A. SPINA     | Associate                | 624.75  | 24.6                                    | 15,368.88                 |
| PETER FRIEDMAN      | Partner                  | 871.25  | 29.1                                    | 25,353.45                 |
| SUZZANNE UHLAND     | Partner                  | 1,062.50                                      | 21.5                                    | 22,843.75                 |
| YAIRA DUBIN         | Associate                | 650.25  | 28.5                                    | 18,532.16                 |
| <b>TOTAL</b>        |                          |   | <b>203.3</b>                            | <b>\$155,651.42</b>       |

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<sup>4</sup> Prior to the submission of this Interim Fee Application, OMM has voluntarily wrote off all fees incurred by all timekeepers billing less than 10 hours during this Compensation Period.

**Schedule B**

**SUMMARY OF HOURS AND COMPENSATION BY MATTER CODE**

| <b>Task Code</b>  | <b>Matter Description</b>   | <b>Total Billed</b> | <b>Total Amount</b> |
|---|---|---------------------|---------------------|
| <b>Assumption and Rejection of Leases and Contracts</b> | This category includes all matters relating to the assumption and/or rejection of HTA's contracts and leases  | <b>0.7</b>          | <b>\$437.33</b>     |
| <b>Business Operations</b>                              | This category includes all matters relating to the business operations of HTA.  | <b>8.8</b>          | <b>\$8,314.71</b>   |
| <b>Case Administration</b>                              | This category includes all matters relating to general case administration and coordination, records maintenance, assisting HTA in fulfilling their duties as debtors in possession, and serves as a general code for services performed that do not fit under any other specific code. | <b>7.1</b>          | <b>\$5,480.81</b>   |
| <b>Corporate Governance</b>                             | This category includes all time spent by OMM attorneys related to corporate governance and board matters of HTA.  | <b>22.9</b>         | <b>\$17,953.29</b>  |
| <b>Litigation</b>                                       | This category includes time spent on litigation matters related to HTA's Title III Case.  | <b>5.1</b>          | <b>\$3,739.58</b>   |
| <b>Fee Applications<sup>5</sup></b>                     | This category relates to the drafting of OMM's fee applications   | <b>23.1</b>         | <b>\$13,773.03</b>  |
| <b>Plan of Adjustment</b>                               | This category relates to the negotiation and drafting of HTA's eventual plan of adjustment and related documentation.   | <b>0.8</b>          | <b>\$499.80</b>     |
| <b>Vendor and Other Creditor Issues</b>                 | This category relates to work to address vendor and other creditor issues.  | <b>2.9</b>          | <b>\$2,144.55</b>   |
| <b>Meetings and Communications with Creditors</b>       | This category relates to all time spent by OMM professionals in connection with meetings and correspondence with various creditors of HTA.  | <b>17.0</b>         | <b>12700.7</b>      |
| <b>Relief from Stay and Adequate Protection</b>         | This category includes all matters relating to creditor requests for relief from the automatic stay or for adequate protection, including AAFAF's assisting HTA to respond, defend, and settle such requests.   | <b>23.1</b>         | <b>\$17,336.75</b>  |
| <b>Reporting</b>  | This category relates to HTA's reporting obligations.   | <b>6.9</b>          | <b>\$4,832.68</b>   |
| <b>Mediation</b>  | This category includes drafting mediation statements, communicating with mediation team members, and attending mediation sessions.  | <b>15.1</b>         | <b>\$12,908.98</b>  |

<sup>5</sup> Note that although time spent by OMM attorneys preparing HTA's fee applications during the Compensation Period was roughly 8% of the total fees billed in this Interim Application, the time spent preparing Fee Applications across all matters was under 3% of the total fees billed by OMM during the Compensation Period.

| Task Code  | Matter Description  | Total Billed | Total Amount  |
|--|---|--------------|---------------|
| <b>Peaje Investments v. HTA Litigation</b>                     | This category includes all matters relating to the case captioned Peaje Investments LLC v. Puerto Rico Highways and Transportation Authority. | 87.2         | \$65,978.02   |
| <b>Subtotal</b>  |   | 220.7        | \$166,100.23  |
| <b>Less Adjustments for Transitory Timekeepers<sup>6</sup></b> |   | (17.4)       | (\$10,448.66) |
| <b>Grand Total</b>   |   | 203.3        | \$155,651.57  |

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<sup>6</sup> See footnote 4.

**Schedule C**

**EXPENSE SUMMARY**

| <b>Category</b>          | <b>Amount</b>   |
|--------------------------|-----------------|
| Copying                  | 2.20            |
| Court Fees / Filing Fees | 231.00          |
| Lasertrak Printing       | 178.80          |
| Online Research          | 19.10           |
| Out-of-Town Travel       | 20.00           |
| <b>Grand Total</b>       | <b>\$451.10</b> |



**Schedule D**

**CUSTOMARY AND COMPARABLE DISCLOSURES**

| <b>Category of<br/>Timekeeper</b> | <b>Blended Hourly Rate</b>  |  |
|-----------------------------------|---|--|
|                                   | <b>Billed OMM's Domestic Offices<br/>for FY2018 (Excluding<br/>Restructuring Matters)</b> | <b>Billed This Case During the<br/>Compensation Period</b> |
| Partner                           | 1,009   | 952  |
| Counsel/Associate                 | 656   | 623  |
| Paralegal/Other                   | 280   | 243  |
| Aggregated                        | 730   | 684  |

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PUERTO RICO HIGHWAYS AND  
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PROMESA

Title III

No. 17 BK 3567-LTS

**THIRD INTERIM APPLICATION OF O’MELVENY & MYERS LLP FOR  
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR  
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE PUERTO RICO FISCAL  
AGENCY AND FINANCIAL ADVISORY AUTHORITY FOR THE PERIOD FROM  
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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations.)

O'Melveny & Myers LLP ("OMM"), as counsel to the Puerto Rico Fiscal Agency and Financial Advisory Authority ("AAFAF") as the entity authorized to act on behalf of the Commonwealth of Puerto Rico, the Puerto Rico Sales Tax Financing Corporation, the Puerto Rico Highways and Transportation Authority, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico, the Puerto Rico Electric Power Authority (collectively, the "Debtors"), and certain other public corporations and instrumentalities of the Government of Puerto Rico, pursuant to the authority granted to it under the *Enabling Act of the Fiscal Agency and Financial Advisory Authority, Act 2-2017*, makes its third interim application (this "Application") for allowance of compensation, under sections 316 and 317 of PROMESA, of \$155,651.42 and reimbursement of expenses of \$451.10 for the period from February 1, 2018 through May 31, 2018 (the "Compensation Period") in accordance with the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated November 8, 2017 [ECF No. 1150], as amended [ECF Nos. 1715, 3269] (the "Interim Compensation Order") and the *Memorandum regarding Fee Review – Timeline and Process*, dated November 10, 2017, (the "Fee Examiner Guidelines"). In support of this Application, OMM respectfully states as follows:

### **BACKGROUND**

1. On May 3, 2017, the Commonwealth of Puerto Rico (the "Commonwealth"), by and through the Financial Oversight and Management Board for Puerto Rico (the "Oversight Board"), as the Commonwealth's representative pursuant to section 315(b) of PROMESA, filed a petition with the Court under title III of PROMESA.

2. On May 5, 2017, the Puerto Rico Sales Tax Financing Corporation (“COFINA”), by and through the Oversight Board, as COFINA’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

3. On May 21, 2017, the Puerto Rico Highways and Transportation Authority (“HTA”), by and through the Oversight Board, as HTA’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

4. On May 21, 2017, the Employees Retirement System for the Commonwealth of Puerto Rico (“ERS”), by and through the Oversight Board, as ERS’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

5. On July 3, 2017, the Puerto Rico Electric Power Authority (“PREPA”), by and through the Oversight Board, as PREPA’s representative pursuant to PROMESA section 315(b), filed a petition with the Court under title III of PROMESA.

6. Through Orders of this Court, the Commonwealth, COFINA, HTA, ERS, and PREPA Title III Cases (together, the “Title III Cases”) are jointly administered for procedural purposes only, pursuant to PROMESA section 304(g) and Bankruptcy Rule 1015 [ECF Nos. 242, 537, 1417].

7. On October 6, 2017, the Court entered the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(a) Appointing a Fee Examiner and Related Relief* [ECF No. 1416], which appointed Brady Williamson of Godfrey & Kahn, S.C. to serve as Fee Examiner in the Title III Cases. To date, OMM has worked cooperatively with the Fee Examiner to ensure that AAFAF is provided with cost-effective and efficient services.

8. On December 15, 2017, OMM filed the *First Interim Application of O’Melveny & Myers LLP for Allowance of Compensation for Services Rendered and for Reimbursement of*

*Expenses as Counsel to the Puerto Rico Fiscal Agency and Advisory Authority for the Period From May 3, 2017 through September 30, 2017* [ECF No. 2065] for matters related to the HTA Title III matter (“OMM HTA First Interim Fee Application”) seeking compensation in the amount of \$2,028,863.49, and reimbursement of expenses in the amount of \$67,533.13.

9. Pursuant to the *Fee Examiner’s Initial Report*, filed on March 1, 2018 (the “Initial Report”), the Fee Examiner recommended approval for \$2,028,863.49 in fees, and \$67,533.13 in expenses in connection with the OMM HTA First Interim Fee Application [ECF No. 2645]. On March 7, 2018, such fees and expenses were approved pursuant to the *Omnibus Order Award Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the First Interim Compensation Period from May 3, 2017 through September 30, 2017* [ECF No. 2685] (the “First Omnibus Compensation Order”).

10. On March 19, 2018, OMM filed the *Second Interim Application of O’Melveny & Myers LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Puerto Rico Fiscal Agency and Advisory Authority for the Period From October 1, 2017 through January 31, 2018* [ECF No. 2761] for matters related to the HTA Title III matter (“OMM HTA Second Interim Fee Application”) seeking compensation in the amount of \$373,329.40, and reimbursement of expenses in the amount of \$2,847.89.

11. Pursuant to the *Fee Examiner’s Second Report on Professional Fees and Expenses (October 1, 2017–January 31, 2018)*, filed on May 30, 2018 (the “Second Report”), the Fee Examiner recommended approval for \$323,511.03 in fees, and \$1,552.83 in expenses in connection with the OMM HTA Second Interim Fee Application [ECF No. 3193]. On June 8, 2018, such fees and expenses were approved pursuant to the *Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses*

*for the First Interim Compensation Period from October 1, 2017 through January 31, 2018* [ECF No. 3279] (the “Second Omnibus Compensation Order”).

12. This application seeks allowance of compensation and reimbursement of expenses incurred by OMM solely in connection with the HTA related matters described below.

**COMPENSATION REQUESTED BY OMM**

13. AAFAF has retained OMM pursuant to an engagement letter dated July 6, 2017, (the “Engagement Letter”).<sup>2</sup>

14. OMM’s hourly rates are set at a level designed to compensate OMM fairly for the work of its attorneys and paraprofessionals and are disclosed in detail in the Engagement Letter. Following execution of the Engagement Letter, and in light of the unique facts and circumstances of these Title III cases, OMM agreed to provide a 15% discount on all fees incurred under the Engagement Letter, which is reflected in all Monthly Fee Statements submitted during the Compensation Period. OMM further agreed to apply the 15% discount to its 2017 rates for the balance of Puerto Rico’s 2018 fiscal year.

15. OMM’s rates are appropriate for complex corporate, securities, litigation, and restructuring matters, whether in court or otherwise. The rates and rate structure reflect that such complex matters typically involve great complexity, high stakes, and intense time pressures. OMM submits that the compensation requested is reasonable in light of the nature, extent, and value of such services provided to AAFAF.

16. During the Compensation Period, OMM did not receive any payments or promises of payment from any other source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or

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<sup>2</sup> A copy of the Engagement Letter has been provided to the Fee Examiner.

understanding between OMM and any other person, other than partners of the firm, for sharing of compensation to be received for services rendered in these cases.<sup>3</sup>

### **SUMMARY OF SERVICES**

17. During the Interim Period, OMM provided important professional services to the Debtors in connection with the Title III Cases. Detailed descriptions of the specific services provided and the time expended performing such services are attached as **Exhibit B**, and a summary of the services OMM provided to the Debtors during the Compensation Period is set forth below.

18. The Compensation Period was an extremely busy and productive time for OMM in connection with both the Title III Cases and out-of-court restructuring efforts related to other entities and instrumentalities. As discussed in further detail below, during this period OMM worked extensively with AAFAF and other government officials endeavoring to bridge the gap with the Oversight Board with respect to Fiscal Plan and Budget issues — and where agreement could not be reached, OMM worked with AAFAF to protect the important policy making functions of the Puerto Rico government. Specifically during the Compensation Period, OMM worked extensively with AAFAF and its other professional advisors in connection with:

- Submission of a second revised Commonwealth Fiscal Plan to the Oversight Board on February 12, which responded to the Oversight Board's February 5 notice of violation;
- Negotiations with the Oversight Board that preceded submission of a third revised Commonwealth Fiscal Plan on March 23;
- Preparation of a letter from Governor Rossello to the Oversight Board sent on April 2, which addressed suggested revisions to the third revised Commonwealth Fiscal Plan set forth in the Oversight Board's March 28 notice of violation;

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<sup>3</sup> At AAFAF's request, OMM engaged contract attorneys to provide document review services in connection with certain litigation matters at discounted rates. The fees for such contract attorneys were billed to AAFAF at cost and disclosed in OMM's fee applications.

- Preparation for the Oversight Board's April 19 meeting, at which the Oversight Board's Fiscal Plan was certified;
- Preparation and submission on May 4 of a Commonwealth Budget for the 2019 fiscal year;
- Preparation and submission on May 6 of a written statement to the U.S. Congress pursuant to section 205 of PROMESA regarding certain policy initiatives in the Oversight Board's April 19 Fiscal Plan; and
- Negotiation of the agreement announced on May 20 between Governor Rossello and the Oversight Board related to the Fiscal Plan and the Budget and preparation and submission of related legislation to the Puerto Rico Legislature.

19. In addition to Fiscal Plan and Budget issues, OMM expended significant time during the Compensation Period in connection with the Commonwealth's loan to PREPA and the prospective Community Disaster Relief loan for the Commonwealth. Specifically, OMM worked to protect the Commonwealth's interests as lender in connection with documentation of the PREPA loan and related litigation, which involved extension discovery and deposition preparation. As a result of these efforts, the PREPA loan closed in late February.

20. OMM also represented AAFAF in connection with various other litigation matters during the Compensation Period, including renewed motions by various creditor groups related to Fiscal Plan and Budget issues and a renewed motion filed by the Official Committee of Unsecured Creditors related to the causes of Puerto Rico's fiscal crisis. In addition to responding to and preparing for hearings on these motions, OMM expended numerous hours preparing a categorical privilege log providing support for over 100 categories of deliberative documents generated over the course of developing the 2017 and 2018 Fiscal Plans.

21. During the Compensation Period, OMM also reviewed and revised the Commonwealth's 2015 audited financial statements, which were publically released on June 30, 2018. As part of this process, O'Melveny updated the Management's Discussion and Analysis section, added analysis regarding the Commonwealth's going concern, uncertainties and liquidity



risk, and updated the Subsequent Events note to include all material developments through June 29, 2018. These updates included a detailed description of PROMESA, the filing of the Title III cases and key developments therein, the status of key creditor litigation, and the developments related to consensual restructuring agreements under Title VI.

22. Finally, OMM successfully advanced the out-of-court restructuring efforts of several other entities and instrumentalities during the Compensation Period. As discussed in detail below, OMM negotiated and finalized an amendment to the GDB Restructuring Support Agreement, which resulted in significant modifications to the proposed GDB Title VI transaction, largely to provide additional relief to Puerto Rico's municipalities in the aftermath of Hurricanes Irma and Maria. OMM also analyzed potential Title VI transactions for several other entities, including UPR, PRIFA, PBA, and PRIDCO. With respect to certain of these entities, OMM negotiated forbearance and nondisclosure agreements.

23. As a result of all of these various work streams, OMM submits that the fees and expenses for which it seeks approval were reasonable and necessary. All fees were also billed at a 15% discount to OMM's 2017 hourly rates.

24. Additionally, OMM has established subject matters categories (each, a "Matter Category") for keeping time records of the work performed for the Debtors. The following is a summary, by Matter Category, of the professional services provided by OMM during the Compensation Period.<sup>4</sup>

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<sup>4</sup> Several of the matter categories do not appear in this summary because OMM did not bill a substantial amount of time under those categories during the Compensation Period. **Exhibit B** provides a complete summary of hours billed and total compensation requested by matter category.

**a) Business Operations**

25. This category includes all matters relating to general HTA business operations. During the Compensation Period, OMM attorneys spent time on reviewing and analyzing the HTA fiscal plan as well as considering issues relating to the HTA fiscal plan.

**b) Case Administration**

26. This category includes all matters relating to general case administration and coordination, and assisting HTA in fulfilling its duties as debtor in possession, and serves as a general code for services performed that do not fit under any other specific code. During the Compensation Period, OMM attorneys reviewed proposed EMMA notices, prepared client summaries, and corresponded with creditors' counsel regarding proposed bar date posting for HTA.

**c) Fee Applications**

27. This category includes all time spent by OMM attorneys preparing its fee applications. During the Compensation Period, OMM spent time preparing its second interim fee application, monthly fee applications for February through May.

**d) Litigation**

28. This category includes analysis, preparation, and prosecution of adversary proceedings or other litigation. During the Compensation Period, OMM drafted initial disclosures; reviewed and analyzed various complaints filed against HTA, responded to written discovery requests, and drafted motions to dismiss and related briefing.

e) ***Peaje Investments, LLC v. Puerto Rico Highways & Transportation Authority***

29. This category includes all work done in connection with the Peaje-HTA adversary proceeding. During the Compensation Period, OMM attorneys reviewed materials to be included in the Peaje appeal joint appendix, developed an appeal strategy, prepared an appellate record, conducted research regarding First Circuit appellate rules, and reviewed and analyzed Peaje's opening brief.

f) **Mediation**

30. This category includes time spent by OMM attorneys engaged in mediation efforts related to the HTA Title III case and related adversary proceedings. OMM attorneys spent time drafting mediation statements in response to questions posed by the mediation team, attending mediation sessions, and working with HTA and its financial advisors to coordinate responses to document requests.

g) **Reporting**

31. This category includes all work done to meet HTA's reporting obligations. During the Compensation Period, OMM professionals reviewed and commented on HTA's reporting, as well as reviewed and responded to HTA's audit requests.

h) **Relief From Stay and Adequate Protection**

32. This category includes all matters relating to requests for relief from the automatic stay or for adequate protection, including assisting HTA to respond, defend, and settle such requests. During the Compensation Period, OMM analyzed the applicability of the automatic stay to pending federal and state litigation against the HTA, responded to requests to lift the Title III Stay, either by motion or lift stay notice.

**ATTORNEY CERTIFICATION**

33. In accordance with Puerto Rico Local Bankruptcy Rule 2016-1(a)(4), the undersigned has reviewed the requirements of Puerto Rico Local Bankruptcy Rule 2016-1(a)(4) and certifies to the best of his information, knowledge, and belief that this Application complies with Puerto Rico Local Bankruptcy Rule 2016-1(a)(4). In this regard, and incorporated herein by reference, the *Certification of John J. Rapisardi* in accordance with the U.S. Trustee Guidelines is attached hereto as **Exhibit A**.

**NO PRIOR APPLICATION**

34. No prior application for the relief requested by this Application has been made to this or any other court.

**WHEREFORE**, OMM respectfully requests that the Court enter an order: (a) awarding OMM compensation for professional and paraprofessional services provided during the Compensation Period in the amount of \$155,651.42; (b) reimbursement of actual, reasonable and necessary expenses incurred in the Compensation Period in the amount of \$451.10; and (c) granting such other relief as is appropriate under the circumstances.

Dated: July 16, 2018  
New York, NY

Respectfully submitted,

/s/ John J. Rapisardi  
John J. Rapisardi  
Suzanne Uhland  
Diana M. Perez  
(Admitted *Pro Hac Vice*)  
**O'MELVENY & MYERS LLP**  
7 Times Square  
New York, NY 10036  
Tel: (212) 326-2000  
Fax: (212) 326-2061

Peter Friedman  
(Admitted *Pro Hac Vice*)  
**O'MELVENY & MYERS LLP**  
1625 Eye Street, NW  
Washington, DC 20006  
Tel: (202) 383-5300  
Fax: (202) 383-5414

*Attorneys for the Puerto Rico Fiscal Agency and  
Financial Advisory Authority*

**Exhibit A**

**ATTORNEY CERTIFICATION**

**UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.<sup>5</sup>

PROMESA

Title III

No. 17 BK 3283-LTS

**Re: ECF Nos. 1063, 1150, 1715,  
3269**

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO HIGHWAYS AND  
TRANSPORTATION AUTHORITY (“HTA”),

Debtor.

PROMESA

Title III

No. 17 BK 3567-LTS

**CERTIFICATION OF JOHN J. RAPISARDI PURSUANT TO PUERTO RICO LOCAL  
BANKRUPTCY RULE 2016-1(a)(4)**

<sup>5</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations.)

John J. Rapisardi, under penalty of perjury, certifies as follows:

1. I am a partner with the law firm of O'Melveny & Myers LLP ("OMM"). I make this certification in accordance with Rule 2016-1(a)(4) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Puerto Rico (the "Local Rules") regarding the contents of applications for compensation and expenses.

2. I am familiar with the work performed by OMM for Puerto Rico Fiscal Agency and Financial Advisory Authority ("AAFAF"), acting for or on behalf of the Debtors.

3. I have read the *Third Interim Application of O'Melveny & Myers LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses As Counsel to the Debtors for the Period From February 1, 2018 through May 31, 2018* (the "Application"), and the facts set forth therein are true and correct to the best of my knowledge, information, and belief.

4. To the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Application are permissible under the Fee Examiner Guidelines, PROMESA, the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Interim Compensation Order, the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013* (the "Guidelines"), and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Puerto Rico.

Dated: July 16, 2018

/s/ John J. Rapisardi  
John J. Rapisardi



**Exhibit B**

**DETAILED TIME AND EXPENSE RECORDS**



Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: HTA TITLE III  
Matter: 0686892-00014

04/23/18  
Invoice: 1000416  
Page No. 2

### HTA TITLE III

For Professional Services Rendered Through February 28, 2018

| <u>Date</u>                                       | <u>Name</u>                                       | <u>Description</u>  | <u>Hours</u> |
|---|---|---|--------------|
| <b>004 BUSINESS OPERATIONS</b>                    |   |   |              |
| 02/14/18  | S UHLAND  | CONFERENCE W/ M. YASSIN AND E. LA PUMA RE: HTA [REDACTED] ISSUES.                                     | 0.5          |
| 02/28/18  | A PAVEL   | PREPARE AND REVISE HTA [REDACTED] LETTER.   | 0.3          |
| <b>Total</b>                                      | <b>004 BUSINESS OPERATIONS</b>                    |   | <b>0.8</b>   |
| <b>005 CASE ADMINISTRATION</b>                    |   |   |              |
| 02/01/18  | J TAYLOR  | REVIEW PROPOSED EMMA NOTICE; CORRESPOND W/ S. TORRES RE: SAME.  | 0.1          |
| 02/02/18  | J TAYLOR  | EMAIL S. UHLAND RE: [REDACTED].   | 0.2          |
| 02/27/18  | J RAPISARDI                                       | REVIEW HTA DECISION/DRAFT MEMORANDUM TO AAFAF RE: SAME.   | 1.1          |
| 02/28/18  | J TAYLOR  | CONFERENCE W/ COUNSEL TO BNVM AND PMA RE: [REDACTED]  | 0.2          |
| 02/28/18  | D PEREZ   | EMAILS W/ E. LAPUMA RE: OPEN HTA MATTERS (.2); SUMMARIZE OPEN HTA MATTERS FOR [REDACTED] LETTER (.3). | 0.5          |
| <b>Total</b>                                      | <b>005 CASE ADMINISTRATION</b>                    |   | <b>2.1</b>   |
| <b>007 CORPORATE GOVERNANCE AND BOARD MATTERS</b> |   |   |              |
| 02/05/18  | P FRIEDMAN  | EMAILS W/ D. PEREZ AND J. RAPISARDI RE: [REDACTED]  | 0.3          |
| <b>Total</b>                                      | <b>007 CORPORATE GOVERNANCE AND BOARD MATTERS</b> |   | <b>0.3</b>   |
| <b>009 FEE APPLICATIONS</b>                       |   |   |              |
| 02/02/18  | J SPINA   | PREPARE DECEMBER FEE APPLICATION.   | 0.9          |
| 02/12/18  | J SPINA   | EDIT DECEMBER FEE STATEMENTS.   | 0.9          |
| 02/14/18  | G HOPLAMAZIAN                                     | REVIEW AND REDACT FEE STATEMENTS FOR FEE APPLICATION.   | 0.3          |
| 02/16/18  | G HOPLAMAZIAN                                     | REVIEW AND REDACT FEE STATEMENTS FOR FEE APPLICATION.   | 0.1          |
| 02/23/18  | I BLUMBERG  | PREPARE MONTHLY FEE APPLICATION.  | 0.9          |
| <b>Total</b>                                      | <b>009 FEE APPLICATIONS</b>                       |   | <b>3.1</b>   |
| <b>012 LITIGATION</b>                             |   |   |              |
| 02/27/18  | E MCKEEN  | REVIEW AND ANALYZE COURT'S RULING GRANTING MOTION TO DISMISS.   | 1.8          |
| 02/27/18  | A PAVEL   | PREPARE ANALYSIS OF DISMISSAL ORDERS IN HTA ADVERSARY CASES (AMBAC, ASSURED, PEAJE).                  | 3.3          |
| <b>Total</b>                                      | <b>012 LITIGATION</b>                             |   | <b>5.1</b>   |
| <b>015 PLAN OF ADJUSTMENT</b>                     |   |   |              |

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Beneficiary: O'Melveny & Myers LLP, Account No.: #4078-0224  
Please include client/matter/invoice number and/or attorney name.

Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
 Matter Name: HTA TITLE III  
 Matter: 0686892-00014

04/23/18  
 Invoice: 1000416  
 Page No. 3

| <u>Date</u>   | <u>Name</u>                   | <u>Description</u>  | <u>Hours</u> |
|---|-------------------------------|---|--------------|
| 02/09/18  | A SAX-BOLDER                  | CONTINUE LEGAL RESEARCH AND ANALYSIS ON [REDACTED] ISSUES AND CONTINUE WORK ON MEMORANDUM (.5); EMAIL M. KREMER RE: SAME (.3).  | 0.8          |
| <b>Total</b>  | <b>015 PLAN OF ADJUSTMENT</b> |   | <b>0.8</b>   |
| <b>016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b> |                               |   |              |
| 02/01/18  | D PEREZ                       | TELEPHONE CONFERENCE W/ A. LOPEZ RE: OUTSTANDING STAY MATTERS (.2); REVIEW REXACH HERMANOS STAY NOTICE AND PLEADINGS (.3); EMAIL A. LOPEZ RE: SAME (.2).  | 0.7          |
| 02/02/18  | D PEREZ                       | TELEPHONE CONFERENCE W/ U. FERNANDEZ, A. LOPEZ, AND N. TRINIDAD RE: REXACH HERMANOS STAY NOTICE (.2); EMAIL A. LOPEZ RE: SAME (.2); REVIEW NEW HTA LIFT STAY NOTICE (.2).   | 0.6          |
| 02/05/18  | D PEREZ                       | EMAIL J. MALDONADO AND I. GARAU RE: OPEN HTA STAY MATTERS (.2); EMAIL N. TRINIDAD RE: REXACH STAY NOTICE (.2); REVIEW NEW LIFT STAY NOTICE (.2).  | 0.6          |
| 02/06/18  | D PEREZ                       | EMAIL A. LOPEZ AND S. MA RE: FINCA MATILDE STAY NOTICE AND JIMENEZ STAY STIPULATION.  | 0.4          |
| 02/07/18  | D PEREZ                       | EMAIL P. FRIEDMAN RE: HTA OUTSTANDING STAY MATTERS.   | 0.2          |
| 02/08/18  | D PEREZ                       | EMAIL J. MALDONADO RE: MERCADO STIPULATION (.2); EMAIL I. GARAU RE: OUTSTANDING HTA STAY MATTERS (.2).  | 0.4          |
| 02/09/18  | D PEREZ                       | EMAIL I. GARAU AND M. VICENS RE: FINCA MATILDE STAY MOTION (.2); EMAIL J. SOTO RE: EXECUTED STAY STIPULATION (.1); EMAIL J. MALDONADO AND A. LOPEZ RE: MEETING W/ HTA MANAGERIAL EMPLOYEES (.2).  | 0.5          |
| 02/12/18  | D PEREZ                       | REVIEW FINCA MATILDE STAY MOTION (.3); TELEPHONE CONFERENCE W/ M. VICENS RE: SAME (.2); EMAIL J. SPINA AND I. GARAU RE: SAME (.2); REVIEW NOTICE OF WITHDRAWAL FOR JIMENEZ MOTION (.3); EMAIL J. SPINA AND J. MALDONADO RE: SAME (.2).                | 1.2          |
| 02/13/18  | D PEREZ                       | EMAIL J. MALDONADO, I. GARAU, AND A. LOPEZ RE: HTA OPEN STAY MATTERS (.3); TELEPHONE CONFERENCE W/ I. GARAU RE: SAME (.2); EMAIL J. MALDONADO RE: NOTICE OF WITHDRAWAL OF JIMENEZ MOTION (.2); REVIEW AND REVISE FINCA MATILDE STAY STIPULATION (.3). | 1.0          |
| 02/13/18  | J SPINA                       | DRAFT AND REVISE HTA LIFT STAY STIPULATION AND REVIEW RELEVANT DOCUMENTS.   | 1.8          |
| 02/14/18  | D PEREZ                       | REVIEW CONSUELO RAMOS STAY MOTION (.4); EMAIL N. HAYNES AND J. FINGER RE: SAME (.1); EMAIL J. MALDONADO RE: OPEN STAY MATTERS (.2); EMAIL I. GARAU RE: SAME (.2).   | 0.9          |
| 02/15/18  | D PEREZ                       | EMAIL I. GARAU RE: HTA MANAGERIAL EMPLOYEES (.2); REVIEW EXTENSION MOTION RE: SAME (.2).  | 0.4          |
| 02/16/18  | P FRIEDMAN                    | EMAIL D. PEREZ RE: STATUS OF MERCADO AND FINCA MATILDE STAY MATTERS.  | 0.2          |
| 02/16/18  | D PEREZ                       | EMAIL W/ E. STEVENS AND J. MALDONADO RE: JIMENEZ STIPULATION AND FINCA MATILDE STIPULATION.   | 0.2          |

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 Matter Name: HTA TITLE III  
 Matter: 0686892-00014

04/23/18  
 Invoice: 1000416  
 Page No. 4

| <u>Date</u>                                 | <u>Name</u>   | <u>Description</u>   | <u>Hours</u> |
|---|---|--|--------------|
| 02/21/18                                    | D PEREZ   | TELEPHONE CONFERENCE W/ P. DELAGUILA RE: RAMOS STAY MOTION (.3); EMAILS W/ M. VICENS AND J. MALDONADO RE: FINCA MATILDE STAY STIPULATION (.3); REVIEW OPEN HTA STAY NOTICES (.4); EMAIL R. DIEPPA RE: SAME (.2); EMAIL N. TRINIDAD RE: REXACH HERMANOS STAY NOTICE (.1). | 1.3          |
| 02/22/18                                    | D PEREZ   | EMAIL J. SOTO RE: JIMENEZ STIPULATION (.2); FOLLOW UP W/ J. MALDONADO RE: OPEN HTA STAY MATTERS (.2).  | 0.4          |
| 02/23/18                                    | P FRIEDMAN  | EMAIL J. MALDONADO RE: JIMENEZ SETTLEMENT.   | 0.2          |
| 02/23/18                                    | D PEREZ   | EMAIL P. DELAGUILA RE: HTA/RAMOS STAY NOTICE (.2); EMAILS W/ J. SOTO AND J. MALDONADO RE: STATUS OF JIMENEZ SETTLEMENT (.3).   | 0.5          |
| 02/25/18                                    | D PEREZ   | REVIEW AND REVISE C. RAMOS-AGUIAR STAY STIPULATION.  | 0.4          |
| 02/26/18                                    | D PEREZ   | REVISE RAMOS STAY STIPULATION.   | 0.2          |
| 02/27/18                                    | D PEREZ   | EMAILS W/ N. TRINIDAD RE: REXACH HERMANOS STAY NOTICE (.2); FOLLOW UP W/ J. MALDONADO RE: OPEN HTA STAY MATTERS (.2); EMAIL P. FRIEDMAN RE: SAME (.1); REVIEW JIMENEZ MOTION RE: STATUS OF PAYMENT (.2).   | 0.7          |
| <b>Total</b>                                | <b>016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b> |  | <b>12.8</b>  |
| <b>017 REPORTING</b>                        |   |  |              |
| 02/08/18                                    | M KREMER  | REVIEW FINANCIAL STATEMENT DRAFT.  | 0.2          |
| 02/08/18                                    | A PAVEL   | REVIEW AND COMMENT ON DRAFT HTA FINANCIAL STATEMENT.   | 3.4          |
| 02/09/18                                    | A PAVEL   | REVIEW AND COMMENT ON DRAFT HTA FINANCIAL STATEMENT.   | 2.6          |
| 02/20/18                                    | A PAVEL   | COMMENT ON FINANCIAL STATEMENT.  | 0.4          |
| <b>Total</b>                                | <b>017 REPORTING</b>                                |  | <b>6.6</b>   |
| <b>019 VENDOR AND OTHER CREDITOR ISSUES</b> |   |  |              |
| 02/05/18                                    | D PEREZ   | EMAIL W/ D. REICH RE: CREDITOR LIST.   | 0.1          |
| 02/08/18                                    | D PEREZ   | REVIEW HTA LITIGATION CREDITOR FILES (.6); FOLLOW UP W/ E. LAPUMA RE: SAME (.2).   | 0.8          |
| 02/12/18                                    | D PEREZ   | FOLLOW UP W/ N. ROUZIER AND D. REICH RE: HTA CREDITOR LIST AMENDMENT.  | 0.2          |
| 02/13/18                                    | D PEREZ   | EMAIL E. LAPUMA RE: HTA CREDITOR LIST AMENDMENTS.  | 0.2          |
| 02/22/18                                    | D PEREZ   | EMAIL E. LAPUMA RE: HTA LITIGATION CLAIMS.   | 0.2          |
| 02/23/18                                    | D PEREZ   | REVIEW SCHEDULE OF HTA LITIGATION CLAIMS (.6); TELEPHONE CONFERENCE W/ D. REICH RE: SAME (.3); EMAIL L. LAPUMA RE: SAME (.2).  | 1.1          |
| 02/26/18                                    | D PEREZ   | EMAIL G. HOPLAMAZIAN RE: HTA CREDITOR LIST (.2); REVIEW SAME (.1).   | 0.3          |
| <b>Total</b>                                | <b>019 VENDOR AND OTHER CREDITOR ISSUES</b>         |  | <b>2.9</b>   |
| <b>020 MEDIATION</b>                        |   |  |              |

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 Matter Name: HTA TITLE III  
 Matter: 0686892-00014

04/23/18  
 Invoice: 1000416  
 Page No. 5

| <u>Date</u>        | <u>Name</u>          | <u>Description</u>   | <u>Hours</u> |
|--------------------|----------------------|--|--------------|
| 02/01/18           | G HOPLAMAZIAN        | REVIEW AND ANALYZE DOCUMENTS RECEIVED FROM CLIENT IN RESPONSE TO CREDITORS' REQUESTS.  | 0.9          |
| 02/02/18           | G HOPLAMAZIAN        | REVIEW AND ANALYZE DOCUMENTS RECEIVED FROM CLIENT IN RESPONSE TO CREDITORS' REQUESTS.  | 1.3          |
| 02/03/18           | G HOPLAMAZIAN        | REVIEW AND ANALYZE DOCUMENTS RECEIVED FROM CLIENT IN RESPONSE TO CREDITORS' REQUESTS.  | 1.7          |
| 02/04/18           | G HOPLAMAZIAN        | REVIEW AND ANALYZE DOCUMENTS RECEIVED FROM CLIENT IN RESPONSE TO CREDITORS' REQUESTS.  | 0.5          |
| 02/05/18           | G HOPLAMAZIAN        | REVIEW AND ANALYZE DOCUMENTS RECEIVED FROM CLIENT IN RESPONSE TO CREDITORS' REQUESTS.  | 0.2          |
| 02/05/18           | S UHLAND             | CONFERENCE W/ M. YASSIN RE: HTA MEDIATION (.6); CONFERENCE W/ M. YASSIN, [REDACTED] RE: HTA MEDIATION (1.0).   | 1.6          |
| 02/06/18           | S UHLAND             | CONFERENCE W/ E. LA PUMA RE: HTA DOCUMENT PRODUCTION.  | 0.5          |
| 02/07/18           | G HOPLAMAZIAN        | REVIEW AND ANALYZE DOCUMENTS AND INFORMATION RECEIVED FROM CLIENT IN RESPONSE TO MEDIATION REQUEST.  | 0.2          |
| 02/08/18           | G HOPLAMAZIAN        | TELEPHONE CONFERENCE W/ ALVAREZ & MARSAL RE: MEDIATION REQUESTS.   | 0.3          |
| 02/08/18           | S UHLAND             | ANALYZE ISSUES RE: [REDACTED].   | 0.9          |
| 02/09/18           | S UHLAND             | CONFERENCE W/ M. RODRIGUEZ RE: HTA DOCUMENTS FOR MEDIATION (.4); CONFERENCE W/ E. LA PUMA RE: HTA DOCUMENT STATUS (.6).  | 1.0          |
| 02/09/18           | A PAVEL              | REVIEW AND COMMENT ON DOCUMENTS TO BE PRODUCED IN MEDIATION.   | 1.0          |
| 02/12/18           | S UHLAND             | CONFERENCE W/ E. LA PUMA RE: STATUS OF PRODUCTION OF MEDIATION DOCUMENTS.  | 0.5          |
| 02/13/18           | A PAVEL              | COMMENT ON PROPOSED ANSWER TO MEDIATION QUESTIONS.   | 0.6          |
| 02/16/18           | G HOPLAMAZIAN        | REVIEW AND ANALYZE DOCUMENTS RECEIVED FROM CLIENT IN RESPONSE TO HTA MEDIATION REQUESTS.   | 0.4          |
| 02/20/18           | A PAVEL              | REVIEW PROPOSED RESPONSES TO HTA MEDIATION QUESTIONS.  | 0.2          |
| 02/20/18           | G HOPLAMAZIAN        | TELEPHONE CONFERENCE W/ ALVAREZ & MARSAL RE: MEDIATION DOCUMENTS (.2); REVIEW AND ANALYZE DOCUMENTS RECEIVED FROM CLIENT IN RESPONSE TO MEDIATION REQUESTS (.2). | 0.4          |
| 02/26/18           | G HOPLAMAZIAN        | REVIEW AND ANALYZE DOCUMENTS RECEIVED FROM CLIENT IN RESPONSE TO MEDIATION REQUESTS.   | 0.8          |
| 02/27/18           | G HOPLAMAZIAN        | COMMUNICATE W/ OMM, ALVAREZ & MARSAL, AND ROTHSCHILD TEAM RE: DOCUMENTS RESPONSIVE TO MEDIATION REQUESTS.  | 0.3          |
| <b>Total</b>       | <b>020 MEDIATION</b> |  | <b>13.3</b>  |
| <b>Total Hours</b> |                      |  | <b>47.8</b>  |

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Matter Name: HTA TITLE III  
Matter: 0686892-00014

04/23/18  
Invoice: 1000416  
Page No. 6

**Total Fees 36,057.92**

**Disbursements**

Copying \$8.70  
Online Research 0.20

**Total Disbursements \$8.90**

**Total Current Invoice \$36,066.82**

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04/23/18  
Invoice: 1000416  
Page No. 7

| <u>Date</u>   | <u>Cost<br/>Type</u> | <u>Description</u>  | <u>Qty</u> | <u>Amount</u> |
|---|----------------------|---|------------|---------------|
| 02/08/18  | E101                 | Lasertrak Printing - Pavel, Ashley Pages: 87  | 87.00      | \$8.70        |
| <b>Total for E101 - Lasertrak Printing</b>              |                      |   |            | <b>\$8.70</b> |
| 01/30/18  | E106                 | Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Garabed Hoplamazian; PRBK; IMAGE126-0; 17-00155-LTS DOCUMENT 126-0 | 2.00       | \$0.20        |
| <b>Total for E106 - Online Research (Miscellaneous)</b> |                      |   |            | <b>\$0.20</b> |

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Matter Name: HTA TITLE III  
Matter: 0686892-00014

04/23/18  
Invoice: 1000416  
Page No. 8

### Timekeeper Summary

| <u>Timekeeper</u>          | <u>Rate</u> | <u>Hours</u> | <u>Amount</u>    |
|----------------------------|-------------|--------------|------------------|
| <b>Attorneys</b>           |             |              |                  |
| JENNIFER TAYLOR            | 765.00      | 0.5          | 382.50           |
| ELIZABETH L. MCKEEN        | 807.50      | 1.8          | 1,453.50         |
| PETER FRIEDMAN             | 871.25      | 0.7          | 609.88           |
| JOHN J. RAPISARDI          | 1,147.50    | 1.1          | 1,262.25         |
| SUZZANNE UHLAND            | 1,062.50    | 5.0          | 5,312.50         |
| GARO HOPLAMAZIAN           | 709.75      | 7.4          | 5,252.19         |
| DIANA M. PEREZ             | 739.50      | 14.0         | 10,353.00        |
| MATTHEW P. KREMER          | 688.50      | 0.2          | 137.70           |
| ASHLEY PAVEL               | 692.75      | 11.8         | 8,174.46         |
| JOSEPH A. SPINA            | 624.75      | 3.6          | 2,249.11         |
| AMALIA Y. SAX-BOLDER       | 624.75      | 0.8          | 499.80           |
| IRENE BLUMBERG             | 412.25      | 0.9          | 371.03           |
| <b>Total for Attorneys</b> |             | <b>47.8</b>  | <b>36,057.92</b> |
| <b>Total</b>               |             | <b>47.8</b>  | <b>36,057.92</b> |

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Beneficiary: O'Melveny & Myers LLP, Account No.: #4078-0224  
Please include client/matter/invoice number and/or attorney name.





Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: HTA TITLE III  
Matter: 0686892-00014

04/23/18  
Invoice: 1000416  
Page No. 9

### Task Summary

| <u>Timekeeper</u>   | <u>Title</u> | <u>Rate</u> | <u>Hours</u> | <u>Amount</u>    |
|---|--------------|-------------|--------------|------------------|
| SUZZANNE UHLAND   | Partner      | 1,062.50    | 0.5          | 531.25           |
| ASHLEY PAVEL  | Counsel      | 692.75      | 0.3          | 207.83           |
| <b>Total for 004 BUSINESS OPERATIONS</b>                      |              |             | <b>0.8</b>   | <b>739.08</b>    |
| JOHN J. RAPISARDI   | Partner      | 1,147.50    | 1.1          | 1,262.25         |
| JENNIFER TAYLOR   | Partner      | 765.00      | 0.5          | 382.50           |
| DIANA M. PEREZ  | Counsel      | 739.50      | 0.5          | 369.75           |
| <b>Total for 005 CASE ADMINISTRATION</b>                      |              |             | <b>2.1</b>   | <b>2,014.50</b>  |
| PETER FRIEDMAN  | Partner      | 871.25      | 0.3          | 261.38           |
| <b>Total for 007 CORPORATE GOVERNANCE AND BOARD MATTERS</b>   |              |             | <b>0.3</b>   | <b>261.38</b>    |
| GARO HOPLAMAZIAN  | Counsel      | 709.75      | 0.4          | 283.91           |
| IRENE BLUMBERG  | Associate    | 412.25      | 0.9          | 371.03           |
| JOSEPH A. SPINA   | Associate    | 624.75      | 1.8          | 1,124.56         |
| <b>Total for 009 FEE APPLICATIONS</b>                         |              |             | <b>3.1</b>   | <b>1,779.50</b>  |
| ELIZABETH L. MCKEEN   | Partner      | 807.50      | 1.8          | 1,453.50         |
| ASHLEY PAVEL  | Counsel      | 692.75      | 3.3          | 2,286.08         |
| <b>Total for 012 LITIGATION</b>                               |              |             | <b>5.1</b>   | <b>3,739.58</b>  |
| AMALIA Y. SAX-BOLDER  | Associate    | 624.75      | 0.8          | 499.80           |
| <b>Total for 015 PLAN OF ADJUSTMENT</b>                       |              |             | <b>0.8</b>   | <b>499.80</b>    |
| PETER FRIEDMAN  | Partner      | 871.25      | 0.4          | 348.50           |
| DIANA M. PEREZ  | Counsel      | 739.50      | 10.6         | 7,838.70         |
| JOSEPH A. SPINA   | Associate    | 624.75      | 1.8          | 1,124.55         |
| <b>Total for 016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b> |              |             | <b>12.8</b>  | <b>9,311.75</b>  |
| MATTHEW P. KREMER   | Counsel      | 688.50      | 0.2          | 137.70           |
| ASHLEY PAVEL  | Counsel      | 692.75      | 6.4          | 4,433.60         |
| <b>Total for 017 REPORTING</b>                                |              |             | <b>6.6</b>   | <b>4,571.30</b>  |
| DIANA M. PEREZ  | Counsel      | 739.50      | 2.9          | 2,144.55         |
| <b>Total for 019 VENDOR AND OTHER CREDITOR ISSUES</b>         |              |             | <b>2.9</b>   | <b>2,144.55</b>  |
| SUZZANNE UHLAND   | Partner      | 1,062.50    | 4.5          | 4,781.25         |
| ASHLEY PAVEL  | Counsel      | 692.75      | 1.8          | 1,246.95         |
| GARO HOPLAMAZIAN  | Counsel      | 709.75      | 7.0          | 4,968.28         |
| <b>Total for 020 MEDIATION</b>                                |              |             | <b>13.3</b>  | <b>10,996.48</b> |

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Please include client/matter/invoice number and/or attorney name.

Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS &  
TRANSPORTATION AUTHORITY, ET AL.  
Matter: 0686892-00025

04/23/18  
Invoice: 1000412

Page No. 2

**PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS & TRANSPORTATION AUTHORITY, ET AL.**

For Professional Services Rendered Through February 28, 2018

| <u>Date</u>        | <u>Name</u>   | <u>Description</u>   | <u>Hours</u>    |
|--------------------|---------------|--|-----------------|
| 02/06/18           | G HOPLAMAZIAN | REVIEW AND ANALYZE COURT'S ORDER RE: UCC INTERVENTION.   | 0.1             |
| 02/09/18           | Y DUBIN       | REVISE APPEAL DEADLINES.   | 0.2             |
| 02/11/18           | P FRIEDMAN    | REVIEW EMAIL FROM N. BASSETT RE: DOCUMENT PRODUCTION [REDACTED].   | 0.3             |
| 02/11/18           | G HOPLAMAZIAN | REVIEW PRIOR PRODUCTIONS FOR COMPLIANCE W/ UCC INTERVENTION ORDER.   | 0.5             |
| 02/12/18           | G HOPLAMAZIAN | REVIEW PRIOR PRODUCTIONS FOR COMPLIANCE W/ UCC INTERVENTION ORDER.   | 0.4             |
| 02/13/18           | G HOPLAMAZIAN | TELEPHONE CONFERENCE W/ PROSKAUER TO DISCUSS PRIOR PRODUCTIONS FOR COMPLIANCE W/ UCC INTERVENTION ORDER.                     | 0.3             |
| 02/14/18           | G HOPLAMAZIAN | REVIEW PRIOR PRODUCTIONS FOR COMPLIANCE W/ UCC INTERVENTION ORDER (.1); TELEPHONE CONFERENCE W/ PAUL HASTINGS RE: SAME (.2). | 0.3             |
| 02/14/18           | G HOPLAMAZIAN | REVIEW AND REDACT FEE STATEMENTS FOR FEE APPLICATION.  | 0.3             |
| 02/15/18           | G HOPLAMAZIAN | REVIEW AND REDACT FEE STATEMENTS FOR FEE APPLICATION.  | 0.2             |
| 02/27/18           | G HOPLAMAZIAN | COMMUNICATE W/ PROSKAUER RE: DOCUMENTS PRODUCED TO UCC UNDER INTERVENTION ORDER.   | 0.3             |
| <b>Total Hours</b> |               |  | <b>2.9</b>      |
| <b>Total Fees</b>  |               |  | <b>2,094.86</b> |

**Disbursements**

|                              |                   |
|------------------------------|-------------------|
| Court Fees / Filing Fees     | \$231.00          |
| Online Research              | 7.50              |
| <b>Total Disbursements</b>   | <b>\$238.50</b>   |
| <b>Total Current Invoice</b> | <b>\$2,333.36</b> |

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
 Matter Name: PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS &  
 TRANSPORTATION AUTHORITY, ET AL.  
 Matter: 0686892-00025

04/23/18  
 Invoice: 1000412

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| <u>Date</u>   | <u>Cost Type</u> | <u>Description</u>   | <u>Qty</u> | <u>Amount</u>   |
|---|------------------|--|------------|-----------------|
| 01/19/18  | E106             | Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Garabed Hoplamazian; 00PCL; ALL COURT TYPES CASE SEARCH; ALL COURTS; CASE TITLE PEAJE; PAGE: 1  | 1.00       | \$0.10          |
| 01/19/18  | E106             | Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Garabed Hoplamazian; PRBK; DOCKET REPORT; 17-00151-LTS FIL OR ENT: FILED DOC FROM: 0 DOC TO: 99999999 TERM: INCLUDED HEADERS: INCLUDED FORMAT: HTML PAGE COUNTS FOR DOCUMENTS: INCLUDED | 30.00      | 3.00            |
| 01/19/18  | E106             | Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Garabed Hoplamazian; PRBK; DOCKET REPORT; 17-00152-LTS FIL OR ENT: FILED DOC FROM: 0 DOC TO: 99999999 TERM: INCLUDED HEADERS: INCLUDED FORMAT: HTML PAGE COUNTS FOR DOCUMENTS: INCLUDED | 30.00      | 3.00            |
| 01/30/18  | E106             | Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Garabed Hoplamazian; 01CA; CASE SUMMARY; 17-2165  | 1.00       | 0.10            |
| 01/30/18  | E106             | Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Garabed Hoplamazian; 01CA; DOCKET REPORT (FULL); 17-2165  | 6.00       | 0.60            |
| 01/30/18  | E106             | Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Garabed Hoplamazian; 00PCL; ALL COURT TYPES CASE SEARCH; ALL COURTS; CASE NUMBER 17-2165; PAGE: 1   | 1.00       | 0.10            |
| 01/30/18  | E106             | Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Garabed Hoplamazian; 01CA; PDF DOCUMENT; CASE: 17-2165, DOCUMENT: 00117232353   | 6.00       | 0.60            |
| <b>Total for E106 - Online Research (Miscellaneous)</b>             |                  |  |            | <b>\$7.50</b>   |
| 02/26/18  | E112             | Court Fees / Filing Fees (Accounts Payable) - USCA/1ST CIRCUIT S UHLAND-FILE ADMISSION, 12/26/17   | 1.00       | \$231.00        |
| <b>Total for E112 - Court Fees / Filing Fees (Accounts Payable)</b> |                  |  |            | <b>\$231.00</b> |

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS &  
TRANSPORTATION AUTHORITY, ET AL.  
Matter: 0686892-00025

04/23/18  
Invoice: 1000412  
Page No. 4

### Timekeeper Summary

| <u>Timekeeper</u>          | <u>Hours</u> |
|----------------------------|--------------|
| <b>Attorneys</b>           |              |
| PETER FRIEDMAN             | 0.3          |
| GARO HOPLAMAZIAN           | 2.4          |
| YAIRA DUBIN                | 0.2          |
| <b>Total for Attorneys</b> | <b>2.9</b>   |
| <b>Total</b>               | <b>2.9</b>   |

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
 Matter Name: HTA TITLE III  
 Matter: 0686892-00014

05/31/18  
 Invoice: 1003193  
 Page No. 2

### HTA TITLE III

For Professional Services Rendered Through March 31, 2018

| <u>Date</u>                                       | <u>Name</u>                                       | <u>Description</u>   | <u>Hours</u> |
|---|---|--|--------------|
| <b>004 BUSINESS OPERATIONS</b>                    |   |  |              |
| 03/07/18  | A PAVEL   | ATTEND FISCAL PLAN CALL W/ S. UHLAND, T. SCHAEFFER, J. MALDONADO, AND A&M TEAM (.8); REVIEW AND COMMENT ON HTA FISCAL PLAN DRAFT (1.7).        | 2.5          |
| 03/07/18  | S UHLAND  | CONFERENCE W/ E. LA PUMA RE: FISCAL POLICY QUESTIONS (.7); ATTEND FISCAL PLAN CALL W/ A. PAVEL, T. SCHAEFFER, J. MALDONADO, AND A&M TEAM (.8). | 1.5          |
| <b>Total</b>                                      | <b>004 BUSINESS OPERATIONS</b>                    |  | <b>4.0</b>   |
| <b>005 CASE ADMINISTRATION</b>                    |   |  |              |
| 03/05/18  | J TAYLOR  | REVIEW PROPOSED EMMA NOTICES; CORRESPOND W/ S. TORRES RE: SAME.  | 0.1          |
| 03/08/18  | S UHLAND  | CONFERENCE W/ E. LA PUMA RE: INTERIM COMPENSATION ORDER.   | 0.5          |
| 03/19/18  | G HOPLAMAZIAN                                     | REVISE SUMMARIES TO CLIENT RE: HTA ADVERSARY PROCEEDINGS.  | 0.3          |
| 03/20/18  | J TAYLOR  | REVIEW TRUSTEE'S PROPOSED PRIFA EMMA NOTICE AND NOTICES REFERRED TO IN FOREGOING EMMA NOTICE (.1); CORRESPOND W/ S. TORRES RE: SAME (.1).      | 0.2          |
| 03/28/18  | J TAYLOR  | CORRESPOND W/ S. TORRES AND L. SIZEMORE RE: PROPOSED BAR DATE POSTING FOR HTA.   | 0.1          |
| <b>Total</b>                                      | <b>005 CASE ADMINISTRATION</b>                    |  | <b>1.2</b>   |
| <b>007 CORPORATE GOVERNANCE AND BOARD MATTERS</b> |   |  |              |
| 03/08/18  | A PAVEL   | REVISE HTA FISCAL PLAN TO INCORPORATE S. UHLAND COMMENTS (.4); FOLLOW-UP COMMUNICATIONS W/ ALVAREZ & MARSAL RE: SAME (.4).                     | 0.8          |
| 03/08/18  | S UHLAND  | ANALYZE AND COMMENT ON DRAFT HTA FISCAL PLAN.  | 1.2          |
| 03/22/18  | E MCKEEN  | REVIEW REVISED HTA FISCAL PLAN.  | 0.9          |
| <b>Total</b>                                      | <b>007 CORPORATE GOVERNANCE AND BOARD MATTERS</b> |  | <b>2.9</b>   |
| <b>009 FEE APPLICATIONS</b>                       |   |  |              |
| 03/12/18  | I BLUMBERG  | PREPARE SECOND INTERIM FEE APPLICATION.  | 0.7          |
| 03/13/18  | I BLUMBERG  | PREPARE SECOND INTERIM FEE APPLICATION.  | 0.7          |
| 03/18/18  | G HOPLAMAZIAN                                     | REVISE DRAFT FEE APPLICATION RE: PEAJE ADVERSARY PROCEEDING AND HTA MEDIATION.   | 0.2          |
| 03/18/18  | I BLUMBERG  | PREPARE SECOND INTERIM FEE APPLICATION.  | 0.3          |
| 03/19/18  | G HOPLAMAZIAN                                     | REVISE DRAFT FEE APPLICATION RE: PEAJE ADVERSARY PROCEEDING AND HTA MEDIATION.   | 0.4          |
| 03/19/18  | I BLUMBERG  | FINALIZE SECOND INTERIM FEE APPLICATION.   | 0.9          |

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
 Matter Name: HTA TITLE III  
 Matter: 0686892-00014

05/31/18  
 Invoice: 1003193  
 Page No. 3

| <u>Date</u>   | <u>Name</u>   | <u>Description</u>   | <u>Hours</u> |
|---|---|--|--------------|
| <b>Total</b>  | <b>009 FEE APPLICATIONS</b>                           |  | <b>3.2</b>   |
| <b>013 MEETINGS AND COMMUNICATIONS WITH CREDITORS</b> |   |  |              |
| 03/29/18  | S UHLAND  | COMMUNICATION W/ M. PORELLI RE: [REDACTED]<br>IN HTA.  | 0.4          |
| <b>Total</b>  | <b>013 MEETINGS AND COMMUNICATIONS WITH CREDITORS</b> |  | <b>0.4</b>   |
| <b>016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b>   |   |  |              |
| 03/01/18  | P FRIEDMAN  | EMAILS W/ D. PEREZ AND J. MALDONADO RE: ALL STAY<br>ISSUES AT HTA.   | 0.2          |
| 03/01/18  | D PEREZ   | EMAILS W/ J. MALDONADO AND P. FRIEDMAN RE: REXACH<br>STAY MOTION (.2); EMAILS W/ N. TRINIDAD RE: SAME (.2).  | 0.4          |
| 03/02/18  | P FRIEDMAN  | EMAILS W/ M. YASSIN AND J. MALDONADO RE: REXACH<br>HERMANOS LIFT STAY AGREEMENT.   | 0.2          |
| 03/02/18  | D PEREZ   | DRAFT REXACH HERMANOS STAY STIPULATION (.7);<br>EMAILS W/ N. TRINIDAD RE: SAME (.3); EMAIL P. FRIEDMAN<br>AND A. PAVEL RE: HTA STAY MOTIONS (.1).                    | 1.1          |
| 03/05/18  | D PEREZ   | EMAIL J. MALDONADO RE: REXACH HERMANOS STAY<br>STIPULATION.  | 0.1          |
| 03/08/18  | D PEREZ   | SUMMARIZE OUTSTANDING HTA STAY MATTERS (.2);<br>EMAIL L. MARINI, C. RIVERO, AND J. MALDONADO RE: SAME<br>(.2).   | 0.4          |
| 03/09/18  | D PEREZ   | TELEPHONE CONFERENCE W/ L. MARINI AND C. RIVERO<br>RE: OPEN HTA MATTERS.   | 0.6          |
| 03/12/18  | D PEREZ   | EMAILS W/ L. MARINI AND C. RIVERO RE: HTA STAY<br>MATTERS (.3); EMAILS W/ J. MALDONADO RE: HTA<br>MANAGERIAL EMPLOYEES' STAY MOTION AND<br>SETTLEMENT PROPOSAL (.3). | 0.6          |
| 03/15/18  | D PEREZ   | EMAILS W/ C. RIVERO RE: HTA MANAGERIAL EMPLOYEES<br>STAY NEGOTIATIONS (.2); REVIEW LIST OF SETTLED<br>CASES RE: SAME (.2).   | 0.4          |
| 03/19/18  | D PEREZ   | EMAILS W/ C. RIVERO RE: HTA MANAGERIAL EMPLOYEES<br>STAY MOTION.   | 0.2          |
| 03/26/18  | D PEREZ   | EMAILS W/ C. RIVERO RE: STATUS OF OPEN HTA STAY<br>MATTERS.  | 0.2          |
| 03/27/18  | D PEREZ   | EMAILS W/ C. RIVERO RE: OUTSTANDING HTA STAY<br>MATTERS.   | 0.2          |
| 03/28/18  | D PEREZ   | EMAILS W/ C. RIVERO RE: OUTSTANDING HTA STAY<br>MATTERS (.2); EMAILS W/ J. CARDONA AND L. MARINI RE:<br>SAME (.2); REVIEW STIPULATION RE: SAME (.2).                 | 0.6          |
| <b>Total</b>  | <b>016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b>   |  | <b>5.2</b>   |
| <b>020 MEDIATION</b>                                  |   |  |              |
| 03/09/18  | S UHLAND  | CONFERENCE W/ M. RODRIGUEZ, [REDACTED] RE:<br>MEDIATION INFORMATION.   | 0.6          |
| 03/15/18  | S UHLAND  | COMMUNICATION W/ M. BOSSIEN RE: [REDACTED]<br>ANALYSIS AND MEDIATION.  | 0.4          |

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Matter Name: HTA TITLE III  
Matter: 0686892-00014

05/31/18  
Invoice: 1003193  
Page No. 4

| <u>Date</u>        | <u>Name</u>          | <u>Description</u>  | <u>Hours</u>     |
|--------------------|----------------------|---|------------------|
| 03/29/18           | S UHLAND             | COMMUNICATIONS W/ M. RODRIGUEZ RE: [REDACTED]<br>[REDACTED] | 0.3              |
| <b>Total</b>       | <b>020 MEDIATION</b> |   | <b>1.3</b>       |
| <b>Total Hours</b> |                      |   | <b>18.2</b>      |
| <b>Total Fees</b>  |                      |   | <b>14,133.83</b> |

**Disbursements**

|                              |                    |
|------------------------------|--------------------|
| Copying                      | \$5.60             |
| <b>Total Disbursements</b>   | <b>\$5.60</b>      |
| <b>Total Current Invoice</b> | <b>\$14,139.43</b> |

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Matter Name: HTA TITLE III  
Matter: 0686892-00014

05/31/18  
Invoice: 1003193  
Page No. 5

| <u>Date</u>                                | <u>Cost<br/>Type</u> | <u>Description</u>                            | <u>Qty</u> | <u>Amount</u> |
|--|----------------------|---|------------|---------------|
| 03/22/18                                   | E101                 | Lasertrak Printing - Ortega, Lorena Pages: 31 | 31.00      | \$3.10        |
| 03/22/18                                   | E101                 | Lasertrak Printing - Ortega, Lorena Pages: 1  | 1.00       | 0.10          |
| 03/22/18                                   | E101                 | Lasertrak Printing - Ortega, Lorena Pages: 24 | 24.00      | 2.40          |
| <b>Total for E101 - Lasertrak Printing</b> |                      |   |            | <b>\$5.60</b> |

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: HTA TITLE III  
Matter: 0686892-00014

05/31/18  
Invoice: 1003193  
Page No. 6

### Timekeeper Summary

| <u>Timekeeper</u>          | <u>Rate</u> | <u>Hours</u> | <u>Amount</u>    |
|----------------------------|-------------|--------------|------------------|
| <b>Attorneys</b>           |             |              |                  |
| JENNIFER TAYLOR            | 765.00      | 0.4          | 306.00           |
| PETER FRIEDMAN             | 871.25      | 0.4          | 348.50           |
| SUZZANNE UHLAND            | 1,062.50    | 4.9          | 5,206.25         |
| ELIZABETH L. MCKEEN        | 807.50      | 0.9          | 726.75           |
| GARO HOPLAMAZIAN           | 709.75      | 0.9          | 638.78           |
| DIANA M. PEREZ             | 739.50      | 4.8          | 3,549.60         |
| ASHLEY PAVEL               | 692.75      | 3.3          | 2,286.08         |
| IRENE BLUMBERG             | 412.25      | 2.6          | 1,071.87         |
| <b>Total for Attorneys</b> |             | <b>18.2</b>  | <b>14,133.83</b> |
| <b>Total</b>               |             | <b>18.2</b>  | <b>14,133.83</b> |

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**Beneficiary:** O'Melveny & Myers LLP, Account No.: #4078-0224  
**Please include client/matter/invoice number and/or attorney name.**



Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
 Matter Name: HTA TITLE III  
 Matter: 0686892-00014

05/31/18  
 Invoice: 1003193  
 Page No. 7

### Task Summary

| <u>Timekeeper</u>   | <u>Title</u> | <u>Rate</u> | <u>Hours</u> | <u>Amount</u>   |
|---|--------------|-------------|--------------|-----------------|
| SUZZANNE UHLAND   | Partner      | 1,062.50    | 1.5          | 1,593.75        |
| ASHLEY PAVEL  | Counsel      | 692.75      | 2.5          | 1,731.88        |
| <b>Total for 004 BUSINESS OPERATIONS</b>                        |              |             | <b>4.0</b>   | <b>3,325.63</b> |
| SUZZANNE UHLAND   | Partner      | 1,062.50    | 0.5          | 531.25          |
| JENNIFER TAYLOR   | Partner      | 765.00      | 0.4          | 306.00          |
| GARO HOPLAMAZIAN  | Counsel      | 709.75      | 0.3          | 212.93          |
| <b>Total for 005 CASE ADMINISTRATION</b>                        |              |             | <b>1.2</b>   | <b>1,050.18</b> |
| SUZZANNE UHLAND   | Partner      | 1,062.50    | 1.2          | 1,275.00        |
| ELIZABETH L. MCKEEN   | Partner      | 807.50      | 0.9          | 726.75          |
| ASHLEY PAVEL  | Counsel      | 692.75      | 0.8          | 554.20          |
| <b>Total for 007 CORPORATE GOVERNANCE AND BOARD MATTERS</b>     |              |             | <b>2.9</b>   | <b>2,555.95</b> |
| GARO HOPLAMAZIAN  | Counsel      | 709.75      | 0.6          | 425.85          |
| IRENE BLUMBERG  | Associate    | 412.25      | 2.6          | 1,071.87        |
| <b>Total for 009 FEE APPLICATIONS</b>                           |              |             | <b>3.2</b>   | <b>1,497.72</b> |
| SUZZANNE UHLAND   | Partner      | 1,062.50    | 0.4          | 425.00          |
| <b>Total for 013 MEETINGS AND COMMUNICATIONS WITH CREDITORS</b> |              |             | <b>0.4</b>   | <b>425.00</b>   |
| PETER FRIEDMAN  | Partner      | 871.25      | 0.4          | 348.50          |
| DIANA M. PEREZ  | Counsel      | 739.50      | 4.8          | 3,549.60        |
| <b>Total for 016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b>   |              |             | <b>5.2</b>   | <b>3,898.10</b> |
| SUZZANNE UHLAND   | Partner      | 1,062.50    | 1.3          | 1,381.25        |
| <b>Total for 020 MEDIATION</b>                                  |              |             | <b>1.3</b>   | <b>1,381.25</b> |

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
 Matter Name: PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS &  
 TRANSPORTATION AUTHORITY, ET AL.  
 Matter: 0686892-00025

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**PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS & TRANSPORTATION AUTHORITY, ET AL.**

For Professional Services Rendered Through March 31, 2018

| <u>Date</u> | <u>Name</u>   | <u>Description</u>  | <u>Hours</u> |
|-------------|---------------|---|--------------|
| 03/01/18    | P FRIEDMAN    | REVIEW AMBAC DECISION TO APPLY TO PEAJE COMPLAINT.  | 0.9          |
| 03/08/18    | E MCKEEN      | REVIEW ORDER FROM FIRST CIRCUIT RE: SCHEDULE FOR CONSOLIDATED APPEALS.  | 0.3          |
| 03/08/18    | G HOPLAMAZIAN | REVIEW FIRST CIRCUIT ORDER RE: APPELLATE SCHEDULE.  | 0.2          |
| 03/08/18    | Y DUBIN       | EMAIL TO TEAM RE: APPEAL DEADLINES AND SCHEDULING.  | 0.6          |
| 03/09/18    | P FRIEDMAN    | TELEPHONE CONFERENCE W/ E. BRUNSTEAD RE: PEAJE APPEAL JOINT APPENDIX (.2); REVIEW MATERIALS TO BE PUT INTO APPEAL JOINT APPENDIX (.4).  | 0.6          |
| 03/09/18    | G HOPLAMAZIAN | REVIEW AND ANALYZE DOCUMENTS FOR INCLUSION IN PEAJE JOINT APPENDIX.   | 0.2          |
| 03/09/18    | Y DUBIN       | COMMUNICATE W/ A. PAVEL RE: DEFENDANTS' SUBMISSIONS FOR JOINT APPENDIX.   | 0.4          |
| 03/09/18    | A PAVEL       | COMMUNICATIONS W/ Y. DUBIN RE: JOINT APPENDIX FOR PRELIMINARY INJUNCTION APPEAL.  | 0.2          |
| 03/09/18    | E MCKEEN      | REVIEW ISSUES RE: [REDACTED].   | 0.4          |
| 03/10/18    | Y DUBIN       | REVIEW TRANSCRIPT FROM JUNE 5, 2017 HEARING TO PREPARE DEFENDANTS' SUBMISSIONS FOR JOINT APPENDIX (1.4); REVIEW TRANSCRIPT FROM AUGUST 8, 2017 HEARING TO PREPARE DEFENDANTS' SUBMISSIONS FOR JOINT APPENDIX (2.0).                                     | 3.4          |
| 03/11/18    | A PAVEL       | COMMUNICATE W/ P. FRIEDMAN AND Y. DUBIN RE: JOINT APPENDIX ON APPEAL.   | 0.2          |
| 03/11/18    | Y DUBIN       | EMAIL P. FRIEDMAN RE: DEFENDANTS' SUBMISSIONS FOR JOINT APPENDIX.   | 0.4          |
| 03/11/18    | P FRIEDMAN    | EMAILS W/ Y. DUBIN AND A. PAVEL RE: PEAJE RECORD ON APPEAL.   | 0.2          |
| 03/12/18    | Y DUBIN       | CONFERENCE W/ A. PAVEL RE: DEFENDANTS' SUBMISSIONS FOR JOINT APPENDIX.  | 0.2          |
| 03/12/18    | Y DUBIN       | REVIEW PACER DOCKET TO PREPARE DEFENDANTS' SUBMISSIONS FOR JOINT APPENDIX (1.8); REVIEW BRIEFING BELOW TO PREPARE DEFENDANTS' SUBMISSIONS FOR JOINT APPENDIX (1.9); REVIEW NOTICE OF APPEAL TO PREPARE DEFENDANTS' SUBMISSIONS FOR JOINT APPENDIX (.7). | 4.4          |
| 03/12/18    | A PAVEL       | REVIEW AND COMMENT ON ADDITIONS TO JOINT APPENDIX FOR PEAJE APPEAL (.7); CONFERENCE W/ Y. DUBIN RE: SAME (.2).  | 0.9          |
| 03/12/18    | E MCKEEN      | PREPARE APPELLATE RECORD.   | 0.4          |

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
 Matter Name: PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS &  
 TRANSPORTATION AUTHORITY, ET AL.  
 Matter: 0686892-00025

05/31/18  
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 Page No. 3

| <u>Date</u> | <u>Name</u> | <u>Description</u>   | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 03/12/18    | P FRIEDMAN  | EMAILS W/ L. RAPOPORT RE: RECORD ON APPEAL.  | 0.3          |
| 03/13/18    | Y DUBIN     | REVIEW PROSKAUER'S PROPOSED EDITS TO JOINT APPENDIX.                                   | 0.8          |
| 03/13/18    | A PAVEL     | REVIEW AND COMMENT ON ADDITIONS TO JOINT APPENDIX FOR PEAJE APPEAL.                    | 0.2          |
| 03/13/18    | P FRIEDMAN  | EMAILS W/ E. BRUNSTEAD, N. BASSETT, L. RAPOPORT, AND E. MCKEEN RE: APPELLATE APPENDIX. | 0.7          |
| 03/13/18    | E MCKEEN    | REVIEW APPELLATE RECORD.   | 0.3          |
| 03/14/18    | Y DUBIN     | RESEARCH RULES FOR SUPPLEMENTAL APPENDICES IN THE FIRST CIRCUIT.                       | 0.8          |
| 03/14/18    | E MCKEEN    | PROVIDE COMMENTS RE: JOINT APPENDIX.   | 0.8          |
| 03/14/18    | E MCKEEN    | MULTIPLE COMMUNICATIONS RE: FIRST CIRCUIT APPELLATE PROCEDURAL ISSUES.                 | 0.4          |
| 03/16/18    | A PAVEL     | PREPARE SUMMARY OF PEAJE OPENING BRIEF.  | 1.3          |
| 03/17/18    | E MCKEEN    | REVIEW AND REVISE SUMMARY OF PEAJE OPENING BRIEF.                                      | 0.7          |
| 03/17/18    | P FRIEDMAN  | REVIEW APPELLANT'S BRIEF.  | 1.2          |
| 03/20/18    | Y DUBIN     | REVIEW AND ANALYZE APPELLANT'S BRIEF.  | 3.5          |
| 03/20/18    | P FRIEDMAN  | EMAILS W/ L. RAPPAPORT AND E. BRUNSTAD RE: APPEAL SCHEDULING.                          | 0.3          |
| 03/21/18    | P FRIEDMAN  | REVIEW PEAJE FIRST CIRCUIT BRIEF.  | 1.9          |
| 03/22/18    | E MCKEEN    | REVIEW AND ANALYZE OPENING BRIEF.  | 1.8          |
| 03/22/18    | A PAVEL     | ANALYZE PEAJE OPENING BRIEF.   | 0.5          |
| 03/22/18    | P FRIEDMAN  | REVIEW APPELLANT'S BRIEF AND OUTLINE RESPONSE.   | 1.7          |
| 03/27/18    | E MCKEEN    | FURTHER ANALYSIS OF OPENING BRIEF IN CONNECTION WITH APPEAL.                           | 0.8          |
| 03/28/18    | Y DUBIN     | DRAFT [REDACTED] LETTER [REDACTED]<br>[REDACTED]                                       | 1.3          |

**Total Hours** 33.2

**Total Fees** \$24,403.98

**Disbursements**

Expense Report Other (Incl. Out of Town Travel) \$20.00

**Total Disbursements** \$20.00

**Total Current Invoice** \$24,423.98

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Matter Name: PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS &  
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Matter: 0686892-00025

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| <u>Date</u>                                      | <u>Cost<br/>Type</u> | <u>Description</u>  | <u>Qty</u> | <u>Amount</u>  |
|--|----------------------|---|------------|----------------|
| 03/10/18   | E110                 | YAIRA DUBIN - Out-of-Town Travel Meals Out-of-Town<br>Travel Meals - YAIRA DUBIN, LUNCH, GUESTS: YAIRA<br>DUBIN OVERTIME MEAL, WORKING ON PUERTO RICO<br>MATTER | 1.00       | \$20.00        |
| <b>Total for E110 - Out-of-Town Travel Meals</b> |                      |   |            | <b>\$20.00</b> |

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TRANSPORTATION AUTHORITY, ET AL.  
Matter: 0686892-00025

05/31/18  
Invoice: 1003203  
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### Timekeeper Summary

| <u>Timekeeper</u>          | <u>Hours</u> |
|----------------------------|--------------|
| <b>Attorneys</b>           |              |
| ELIZABETH L. MCKEEN        | 5.9          |
| PETER FRIEDMAN             | 7.8          |
| ASHLEY PAVEL               | 3.3          |
| GARO HOPLAMAZIAN           | 0.4          |
| YAIRA DUBIN                | 15.8         |
| <b>Total for Attorneys</b> | <b>33.2</b>  |
| <b>Total</b>               | <b>33.2</b>  |

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: HTA TITLE III  
Matter: 0686892-00014

06/29/18  
Invoice: 1005613  
Page No. 2

### HTA TITLE III

For Professional Services Rendered Through April 30, 2018

| <u>Date</u>                                       | <u>Name</u>                    | <u>Description</u>  | <u>Hours</u> |
|---|--------------------------------|---|--------------|
| <b>004 BUSINESS OPERATIONS</b>                    |                                |   |              |
| 04/04/18  | S UHLAND                       | CONFERENCE W/ E. LA PUMA RE: FISCAL PLAN STATUS (.4); CONFERENCE W/ G. LORAN RE: SAME (.4); EMAIL T. SHAEFFER AND A. PAVEL RE: FISCAL PLAN RESPONSE (.8); DRAFT AND REVISE [REDACTED] (2.4).            | 4.0          |
| <b>Total</b>                                      | <b>004 BUSINESS OPERATIONS</b> |   | <b>4.0</b>   |
| <b>005 CASE ADMINISTRATION</b>                    |                                |   |              |
| 04/03/18  | J TAYLOR                       | REVIEW PROPOSED EMMA NOTICE RE: [REDACTED]; CORRESPOND W/ S. TORRES RE: SAME.   | 0.1          |
| 04/25/18  | J SPINA                        | TELEPHONE CONFERENCE W/ E. RIVERA RE: HTA FEES (.9); CORRESPOND W/ E. RIVERA AND M. YASSIN RE: SAME (.5); ADJUST INTERNAL DOCUMENTATION RE: OMM'S WORK ON HTA PURSUANT TO REQUEST FROM M. YASSIN (2.1). | 3.5          |
| <b>Total</b>                                      | <b>005 CASE ADMINISTRATION</b> |   | <b>3.6</b>   |
| <b>007 CORPORATE GOVERNANCE AND BOARD MATTERS</b> |                                |   |              |
| 04/04/18  | A PAVEL                        | PREPARE AND REVISE COVER LETTER AND APPENDIX ACCOMPANYING DELIVERY OF HTA FISCAL PLAN (2.7); CONFERENCE W/ ALVAREZ & MARSAL TEAM RE: SAME (.9).   | 3.6          |
| 04/05/18  | A SAX-BOLDER                   | REVISE RESPONSE LETTER TO FOMB RE: [REDACTED]   | 1.2          |
| 04/05/18  | S UHLAND                       | DRAFT AND REVISE LETTER FOR HTA FISCAL PLAN (.8); EMAIL J. RAPISARDI RE: SAME (.4); FURTHER REVISE LETTER RE: HTA FISCAL PLAN (.6).   | 1.8          |
| 04/05/18  | I BLUMBERG                     | EDIT LETTER RE: HTA FISCAL PLAN.  | 0.8          |
| 04/06/18  | S UHLAND                       | COMMUNICATION W/ E. LA PUMA RE: HTA FISCAL PLAN LETTER AND DISCLAIMERS.   | 0.5          |
| 04/16/18  | A SAX-BOLDER                   | DRAFT G. PORTELA OUTLINE FOR [REDACTED]   | 0.2          |
| 04/19/18  | S UHLAND                       | CONFERENCE W/ E. LAPUMA RE: HTA FISCAL PLAN (.4); REVIEW AND REVISE [REDACTED] (1.1).   | 1.5          |
| 04/19/18  | A SAX-BOLDER                   | REVISE [REDACTED] (.3); REVISE MAIN OUTLINE FOR HTA FISCAL PLAN PRESENTATION AT APRIL 20 FOMB MEETING (.6).   | 0.9          |
| 04/20/18  | A SAX-BOLDER                   | ATTEND MEETING RE: HTA FISCAL PLAN PRESENTATION AND CERTIFICATION RE: FOMB FISCAL PLAN.   | 0.7          |
| 04/26/18  | S UHLAND                       | COMMUNICATION W/ E. LAPUMA RE HTA FISCAL PLAN.  | 0.7          |

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 Matter Name: HTA TITLE III  
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06/29/18  
 Invoice: 1005613  
 Page No. 3

| <u>Date</u>   | <u>Name</u>                                       | <u>Description</u>   | <u>Hours</u> |
|---|---|--|--------------|
| 04/27/18  | J BEISWENGER                                      | DRAFT AND REVISE [REDACTED]  | 3.4          |
| 04/27/18  | S UHLAND  | REVIEW AND REVISE HTA LETTER RE: FISCAL PLAN.  | 0.8          |
| <b>Total</b>  | <b>007 CORPORATE GOVERNANCE AND BOARD MATTERS</b> |  | <b>16.1</b>  |
| <b>009 FEE APPLICATIONS</b>                         |   |  |              |
| 04/12/18  | J SPINA   | PREPARE HTA FEBRUARY FEE APPLICATION.  | 4.0          |
| 04/25/18  | J SPINA   | PREPARE FEE APPLICATION.   | 4.5          |
| <b>Total</b>  | <b>009 FEE APPLICATIONS</b>                       |  | <b>8.5</b>   |
| <b>016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b> |   |  |              |
| 04/02/18  | D PEREZ   | EMAIL W/ L. MARINI AND C. RIVERO RE: HTA MANAGERIAL EMPLOYEES STAY STIPULATION (.4); REVIEW AND REVISE SAME (.8); EMAIL R. CASTELLANOS, J. MALDONADO, L. MARINI, AND C. RIVERO RE: SAME (.5); EMAIL S. MA RE: SAME (.2); REVISE SAME PER COMMENTS FROM PROSKAUER (.3); REVIEW ORDER RE: ADRIAN MERCADO MOTION (.1); FOLLOW UP W/ L. MARINI AND C. RIVERO RE: SAME (.1).              | 2.4          |
| 04/03/18  | D PEREZ   | EMAIL S. MA RE: HTA MANAGERIAL EMPLOYEES STAY STIPULATION (.2); REVISE SAME (.5); EMAIL L. MARINI, C. RIVERO, R. CASTELLANOS, AND J. MALDONADO RE: SAME (.6); EMAIL J. MORALES-CORDERO RE: SAME (.4); REVIEW AND REVISE NOTICE OF PRESENTMENT RE: SAME (.3); REVIEW EXHIBITS OF CASES GOING FORWARD UNDER THE STIPULATION (.5); EMAIL J. MALDONADO AND R. CASTELLANOS RE: SAME (.1). | 2.6          |
| 04/04/18  | D PEREZ   | REVISE JOINT INFORMATIVE MOTION RE: HTA MANAGERIAL EMPLOYEES STAY MOTION (.7); EMAIL COURT RE: SAME (.1); EMAIL S. MA RE: SAME (.2); FINALIZE HTA MANAGERIAL EMPLOYEES STAY STIPULATION (.8); EMAIL R. CASTELLANOS, L. MARINI, AND C. RIVERO RE: SAME (.7); PREPARE EXHIBITS RE: SAME (.3); EMAIL J. MORALES-CORDERO RE: SAME (.3).  | 3.1          |
| 04/05/18  | D PEREZ   | EMAIL L. MARINI AND C. RIVERO RE: ADRIAN MERCADO MOTION (.6); EMAIL S. MA RE: SAME (.2); REVIEW EXTENSION OF TIME RE: SAME (.3); EMAIL J. VIGGIANO RE: OUTSTANDING HTA STAY MATTERS (.3).  | 1.4          |
| 04/06/18  | D PEREZ   | REVISE EXTENSION OF TIME RE: ADRIAN MERCADO MOTION (.3); EMAIL P. FRIEDMAN, L. MARINI, C. RIVERO, AND J. VIGGIANO RE: SAME (.4).   | 0.7          |
| 04/10/18  | D PEREZ   | REVIEW AND REVISE FIORI VIELLA STAY STIPULATION (.9); EMAIL L. MARINI AND C. RIVERO RE: SAME (.1); EMAIL J. VIGGIANO RE: A. MERCADO PAYMENT (.2).  | 1.2          |
| 04/11/18  | D PEREZ   | REVIEW AND REVISE FIORI VIELLA STAY STIPULATION (.3); EMAIL C. RIVERO RE: SAME (.2); REVIEW NEW LIFT STAY NOTICE (.2).   | 0.7          |
| 04/12/18  | D PEREZ   | EMAIL L. MARINI AND C. RIVERO RE: MERCADO PAYMENT (.2); REVIEW COMMENTS TO FIORI VIELLA STIPULATION (.2).  | 0.4          |

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Matter Name: HTA TITLE III  
Matter: 0686892-00014

06/29/18  
Invoice: 1005613  
Page No. 4

| <u>Date</u>                  | <u>Name</u>   | <u>Description</u>  | <u>Hours</u>       |
|------------------------------|---|---|--------------------|
| 04/13/18                     | D PEREZ   | EMAIL L. MARINI AND C. RIVERO RE: A. MERCADO PAYMENT (.3); REVIEW DRAFT MOTION RE: SAME (.4); EMAIL L. MARINI AND A. C. RIVERO RE: SAME (.5); REVIEW EXTENSION OF TIME RE: SAME (.2); REVIEW COMMENTS TO FIORI VIELLA STAY STIPULATION (.1); REVISE SAME (.2); EMAIL C. RIVERO AND S. MA RE: SAME (.3); REVIEW NEW HTA STAY NOTICES (.2). | 2.2                |
| 04/19/18                     | D PEREZ   | EMAIL J. VIGGIANO AND C. RIVERO RE: OUTSTANDING HTA STAY NOTICES (.2); REVIEW COMMENTS TO A. MERCADO REPLY (.2).  | 0.4                |
| 04/20/18                     | D PEREZ   | EMAIL C. RIVERO AND P. FRIEDMAN RE: A. MERCADO REPLY (.2); REVIEW COMMENTS TO SAME (.2).  | 0.4                |
| 04/25/18                     | D PEREZ   | EMAIL C. RIVERO AND L. MARINI RE: OPEN HTA STAY MATTERS AND RECOMMENDATIONS RE: SAME (.5); REVIEW A. MERCADO REPLY (.2); EMAIL C. RIVERO AND P. FRIEDMAN RE: SAME (.3).   | 1.0                |
| 04/26/18                     | D PEREZ   | REVIEW NEW STAY NOTICE.   | 0.1                |
| <b>Total</b>                 | <b>016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b> |   | <b>16.6</b>        |
| <b>017 REPORTING</b>         |   |   |                    |
| 04/28/18                     | S UHLAND  | REVIEW AND REVISE HTA REPORTING.  | 1.1                |
| <b>Total</b>                 | <b>017 REPORTING</b>                                |   | <b>1.1</b>         |
| <b>020 MEDIATION</b>         |   |   |                    |
| 04/03/18                     | S UHLAND  | CONFERENCE W/ M. RODRIGUEZ AND MACQUARIE RE: DATA FOR MEDIATION.  | 0.5                |
| <b>Total</b>                 | <b>020 MEDIATION</b>                                |   | <b>0.5</b>         |
| <b>Total Hours</b>           |   |   | <b>50.4</b>        |
| <b>Total Fees</b>            |   |   | <b>38,324.82</b>   |
| <b><u>Disbursements</u></b>  |   |   |                    |
| Copying                      |   |   | \$1.10             |
| <b>Total Disbursements</b>   |   |   | <b>\$1.10</b>      |
| <b>Total Current Invoice</b> |   |   | <b>\$38,325.92</b> |

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06/29/18  
Invoice: 1005613  
Page No. 5

| <u>Date</u>                                | <u>Cost<br/>Type</u> | <u>Description</u>                                   | <u>Qty</u> | <u>Amount</u> |
|--|----------------------|--|------------|---------------|
| 04/24/18                                   | E101                 | Lasertrak Printing - Solorio, Mariana Pages: 1       | 1.00       | \$0.10        |
| 04/24/18                                   | E101                 | Lasertrak Printing - Solorio, Mariana Pages: 2       | 2.00       | 0.20          |
| 04/24/18                                   | E101                 | Lasertrak Color Printing - Solorio, Mariana Pages: 2 | 2.00       | 0.20          |
| 04/24/18                                   | E101                 | Lasertrak Printing - Solorio, Mariana Pages: 2       | 2.00       | 0.20          |
| 04/24/18                                   | E101                 | Lasertrak Printing - Solorio, Mariana Pages: 1       | 1.00       | 0.10          |
| 04/24/18                                   | E101                 | Lasertrak Printing - Solorio, Mariana Pages: 1       | 1.00       | 0.10          |
| 04/24/18                                   | E101                 | Lasertrak Printing - Solorio, Mariana Pages: 2       | 2.00       | 0.20          |
| <b>Total for E101 - Lasertrak Printing</b> |                      |  |            | <b>\$1.10</b> |

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**Beneficiary:** O'Melveny & Myers LLP, Account No.: #4078-0224  
**Please include client/matter/invoice number and/or attorney name.**



Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: HTA TITLE III  
Matter: 0686892-00014

06/29/18  
Invoice: 1005613  
Page No. 6

### Timekeeper Summary

| <u>Timekeeper</u>          | <u>Rate</u> | <u>Hours</u> | <u>Amount</u>    |
|----------------------------|-------------|--------------|------------------|
| <b>Attorneys</b>           |             |              |                  |
| SUZZANNE UHLAND            | 1,062.50    | 10.9         | 11,581.25        |
| JENNIFER TAYLOR            | 765.00      | 0.1          | 76.50            |
| DIANA M. PEREZ             | 739.50      | 16.6         | 12,275.70        |
| JACOB T. BEISWENGER        | 646.00      | 3.4          | 2,196.40         |
| ASHLEY PAVEL               | 692.75      | 3.6          | 2,493.90         |
| JOSEPH A. SPINA            | 624.75      | 12.0         | 7,497.01         |
| AMALIA Y. SAX-BOLDER       | 624.75      | 3.0          | 1,874.26         |
| IRENE BLUMBERG             | 412.25      | 0.8          | 329.80           |
| <b>Total for Attorneys</b> |             | <b>50.4</b>  | <b>38,324.82</b> |
| <b>Total</b>               |             | <b>50.4</b>  | <b>38,324.82</b> |

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
 Matter Name: HTA TITLE III  
 Matter: 0686892-00014

06/29/18  
 Invoice: 1005613  
 Page No. 7

### Task Summary

| <u>Timekeeper</u>   | <u>Title</u> | <u>Rate</u> | <u>Hours</u> | <u>Amount</u>    |
|---|--------------|-------------|--------------|------------------|
| SUZZANNE UHLAND   | Partner      | 1,062.50    | 4.0          | 4,250.00         |
| <b>Total for 004 BUSINESS OPERATIONS</b>                      |              |             | <b>4.0</b>   | <b>4,250.00</b>  |
| JENNIFER TAYLOR   | Partner      | 765.00      | 0.1          | 76.50            |
| JOSEPH A. SPINA   | Associate    | 624.75      | 3.5          | 2,186.63         |
| <b>Total for 005 CASE ADMINISTRATION</b>                      |              |             | <b>3.6</b>   | <b>2,263.13</b>  |
| SUZZANNE UHLAND   | Partner      | 1,062.50    | 5.3          | 5,631.25         |
| JACOB T. BEISWENGER   | Counsel      | 646.00      | 3.4          | 2,196.40         |
| ASHLEY PAVEL  | Counsel      | 692.75      | 3.6          | 2,493.90         |
| IRENE BLUMBERG  | Associate    | 412.25      | 0.8          | 329.80           |
| AMALIA Y. SAX-BOLDER  | Associate    | 624.75      | 3.0          | 1,874.26         |
| <b>Total for 007 CORPORATE GOVERNANCE AND BOARD MATTERS</b>   |              |             | <b>16.1</b>  | <b>12,525.61</b> |
| JOSEPH A. SPINA   | Associate    | 624.75      | 8.5          | 5,310.38         |
| <b>Total for 009 FEE APPLICATIONS</b>                         |              |             | <b>8.5</b>   | <b>5,310.38</b>  |
| DIANA M. PEREZ  | Counsel      | 739.50      | 16.6         | 12,275.70        |
| <b>Total for 016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b> |              |             | <b>16.6</b>  | <b>12,275.70</b> |
| SUZZANNE UHLAND   | Partner      | 1,062.50    | 1.1          | 1,168.75         |
| <b>Total for 017 REPORTING</b>                                |              |             | <b>1.1</b>   | <b>1,168.75</b>  |
| SUZZANNE UHLAND   | Partner      | 1,062.50    | 0.5          | 531.25           |
| <b>Total for 020 MEDIATION</b>                                |              |             | <b>0.5</b>   | <b>531.25</b>    |

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
 Matter Name: PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS &  
 TRANSPORTATION AUTHORITY, ET AL.  
 Matter: 0686892-00025

06/29/18  
 Invoice: 1005618  
 Page No. 2

**PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS & TRANSPORTATION AUTHORITY, ET AL.**

For Professional Services Rendered Through April 30, 2018

| <u>Date</u> | <u>Name</u> | <u>Description</u>  | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 04/03/18    | P FRIEDMAN  | REVIEW OUTLINE OF PEAJE APPELLATE BRIEF RECEIVED FROM FOMB.                       | 1.3          |
| 04/04/18    | A PAVEL     | ANALYZE PROSKAUER OUTLINE OF RESPONDING BRIEF.                                    | 0.2          |
| 04/06/18    | A PAVEL     | REVIEW AND COMMENT ON OUTLINE OF RESPONDING BRIEF.                                | 1.1          |
| 04/16/18    | P FRIEDMAN  | REVIEW PEAJE BRIEF.   | 2.1          |
| 04/16/18    | E MCKEEN    | REVIEW AND ANALYZE DRAFT BRIEF TO FIRST CIRCUIT.                                  | 0.8          |
| 04/17/18    | P FRIEDMAN  | REVIEW EDITS TO FOMB BRIEF.   | 1.1          |
| 04/17/18    | E MCKEEN    | REVISE APPELLATE BRIEF RE: PRELIMINARY INJUNCTION AND ADEQUATE PROTECTION RULING. | 4.8          |
| 04/17/18    | A PAVEL     | PREPARE ANALYSIS RE: USE OF HTA RETAINED REVENUES.                                | 1.9          |
| 04/19/18    | P FRIEDMAN  | REVIEW AND EDIT DRAFT APPELLATE BRIEF.  | 1.4          |
| 04/19/18    | E MCKEEN    | REVISE APPELLATE BRIEF.   | 0.4          |
| 04/20/18    | E MCKEEN    | REVIEW AND REVISE APPELLATE BRIEF TO FIRST CIRCUIT.                               | 2.0          |
| 04/20/18    | A PAVEL     | REVIEW PROCEDURAL ISSUES RE: APPELLATE BRIEF.                                     | 0.8          |
| 04/23/18    | P FRIEDMAN  | FINAL REVIEW OF PEAJE APPELLATE BRIEF.  | 1.8          |
| 04/23/18    | E MCKEEN    | FINALIZE APPELLATE BRIEF TO THE FIRST CIRCUIT.                                    | 1.0          |
| 04/24/18    | A PAVEL     | REVIEW PROCEDURAL ISSUES RE: APPELLATE BRIEF.                                     | 0.3          |
| 04/25/18    | E MCKEEN    | REVIEW DRAFT HTA FISCAL PLAN LETTER.  | 0.6          |
| 04/26/18    | A PAVEL     | ANALYZE [REDACTED] (.3); EMAIL E. MCKEEN RE: SAME (.2).                           | 0.5          |

**Total Hours** 22.1

**Total Fees** 17,785.86

**Disbursements**

Online Research \$11.40

**Total Disbursements** \$11.40

**Total Current Invoice** \$17,797.26

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
 Matter Name: PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS &  
 TRANSPORTATION AUTHORITY, ET AL.  
 Matter: 0686892-00025

06/29/18  
 Invoice: 1005618

Page No. 3

| <u>Date</u>   | <u>Cost Type</u> | <u>Description</u>   | <u>Qty</u> | <u>Amount</u>  |
|---|------------------|--|------------|----------------|
| 03/13/18  | E106             | Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Garabed Hoplamazian; PRBK; IMAGE160-0; 17-00159-LTS DOCUMENT 160-0  | 1.00       | \$0.10         |
| 03/19/18  | E106             | Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Garabed Hoplamazian; PRBK; IMAGE158-0; 17-00159-LTS DOCUMENT 158-0  | 7.00       | 0.70           |
| 03/19/18  | E106             | Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Garabed Hoplamazian; PRBK; DOCKET REPORT; 17-00151-LTS FIL OR ENT: FILED DOC FROM: 0 DOC TO: 99999999 TERM: INCLUDED HEADERS: INCLUDED FORMAT: HTML PAGE COUNTS FOR DOCUMENTS: INCLUDED | 30.00      | 3.00           |
| 03/19/18  | E106             | Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Garabed Hoplamazian; 00PCL; ALL COURT TYPES CASE SEARCH; COURT ID 01; CASE TITLE AMBAC; PAGE: 1   | 1.00       | 0.10           |
| 03/19/18  | E106             | Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Garabed Hoplamazian; PRBK; DOCKET REPORT; 17-00159-LTS FIL OR ENT: FILED DOC FROM: 0 DOC TO: 99999999 TERM: INCLUDED HEADERS: INCLUDED FORMAT: HTML PAGE COUNTS FOR DOCUMENTS: INCLUDED | 24.00      | 2.40           |
| 03/20/18  | E106             | Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Garabed Hoplamazian; PRBK; DOCKET REPORT; 17-00159-LTS FIL OR ENT: FILED DOC FROM: 0 DOC TO: 99999999 TERM: INCLUDED HEADERS: INCLUDED FORMAT: HTML PAGE COUNTS FOR DOCUMENTS: INCLUDED | 24.00      | 2.40           |
| 03/20/18  | E106             | Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Garabed Hoplamazian; PRBK; IMAGE145-1; 17-00159-LTS DOCUMENT 145-1  | 15.00      | 1.50           |
| 03/20/18  | E106             | Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Garabed Hoplamazian; 00PCL; ALL COURT TYPES CASE SEARCH; ALL COURTS; CASE NUMBER 17-159; PAGE: 1  | 1.00       | 0.10           |
| 03/20/18  | E106             | Online Research (Miscellaneous); PACER - FEDERAL COURT DOCKET SERVICE; ; Garabed Hoplamazian; PRBK; IMAGE145-0; 17-00159-LTS DOCUMENT 145-0  | 11.00      | 1.10           |
| <b>Total for E106 - Online Research (Miscellaneous)</b> |                  |  |            | <b>\$11.40</b> |

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**Please include client/matter/invoice number and/or attorney name.**



Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS &  
TRANSPORTATION AUTHORITY, ET AL.  
Matter: 0686892-00025

06/29/18  
Invoice: 1005618  
Page No. 4

### Timekeeper Summary

| <u>Timekeeper</u>          | <u>Hours</u> |
|----------------------------|--------------|
| <b>Attorneys</b>           |              |
| PETER FRIEDMAN             | 7.7          |
| ELIZABETH L. MCKEEN        | 9.6          |
| ASHLEY PAVEL               | 4.8          |
| <b>Total for Attorneys</b> | <b>22.1</b>  |
| <b>Total</b>               | <b>22.1</b>  |

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**Please include client/matter/invoice number and/or attorney name.**



Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
 Matter Name: HTA TITLE III  
 Matter: 0686892-00014

07/11/18  
 Invoice: 1007144  
 Page No. 2

**HTA TITLE III**

For Professional Services Rendered Through May 31, 2018

| <u>Date</u>  | <u>Name</u>  | <u>Description</u>   | <u>Hours</u> |
|--|--|--|--------------|
| 003 ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS |  |  |              |
| 05/07/18   | J SPINA  | REVISE AND SEND [REDACTED] TO D. PEREZ.  | 0.7          |
| Total  | 003 ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS |  | 0.7          |
| 005 CASE ADMINISTRATION                              |  |  |              |
| 05/03/18   | J TAYLOR   | REVIEW PROPOSED EMMA NOTICE RE: MAY 1 PAYMENTS; CORRESPOND W/ S. TORRES RE: SAME.  | 0.1          |
| 05/14/18   | J TAYLOR   | REVIEW PROPOSED COFINA EMMA NOTICE; CORRESPOND W/ S. TORRES RE: SAME.  | 0.1          |
| Total  | 005 CASE ADMINISTRATION                              |  | 0.2          |
| 007 CORPORATE GOVERNANCE AND BOARD MATTERS           |  |  |              |
| 05/03/18   | S UHLAND   | REVIEW [REDACTED] (.4); CONFERENCE W/ G. LOREN RE: SAME (.3).  | 0.7          |
| 05/04/18   | B NEVE   | DRAFT AND REVISE [REDACTED] LETTER.  | 1.0          |
| 05/09/18   | A SAX-BOLDER   | CONTINUE WORK ON [REDACTED] AND INCORPORATE AAFAP COMMENTS RE: SAME.   | 0.8          |
| 05/15/18   | A SAX-BOLDER   | DRAFT AND REVISE [REDACTED] LETTER.  | 0.8          |
| 05/15/18   | E MCKEEN   | REVIEW [REDACTED] LETTER FOR HTA.  | 0.3          |
| Total  | 007 CORPORATE GOVERNANCE AND BOARD MATTERS           |  | 3.6          |
| 009 FEE APPLICATIONS                                 |  |  |              |
| 05/01/18   | J SPINA  | PREPARE MARCH FEE STATEMENT.   | 3.9          |
| 05/07/18   | J SPINA  | PREPARE FEE APPLICATION FOR MARCH.   | 2.2          |
| 05/23/18   | J SPINA  | PREPARE HTA FEE APPLICATION FOR MARCH.   | 2.2          |
| Total  | 009 FEE APPLICATIONS                                 |  | 8.3          |
| 016 RELIEF FROM STAY AND ADEQUATE PROTECTION         |  |  |              |
| 05/02/18   | D PEREZ  | EMAILS W/ C. RIVERO RE: ADRIAN MERCADO SUPPLEMENTAL BRIEFING.  | 0.2          |
| 05/10/18   | D PEREZ  | REVIEW NEW LIFT STAY NOTICE.   | 0.2          |
| 05/14/18   | D PEREZ  | REVIEW SUMMARY UPDATE RE: ADRIAN MERCADO NEGOTIATIONS.   | 0.2          |
| 05/15/18   | D PEREZ  | EMAILS W/ C. RIVERO AND J. VIGGIANO RE: STATUS OF A. MERCADO STATE COURT PROCEEDING (.2); REVIEW HTA PROPOSALS FOR VARIOUS EMINENT DOMAIN STAY NOTICES (.3). | 0.5          |
| 05/16/18   | D PEREZ  | EMAILS W/ S. MA RE: HTA EMINENT DOMAIN SETTLEMENTS (.1); REVIEW SAME (.2).   | 0.3          |

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**Please include client/matter/invoice number and/or attorney name.**





Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: HTA TITLE III  
Matter: 0686892-00014

07/11/18  
Invoice: 1007144  
Page No. 3

| <u>Date</u>                  | <u>Name</u>   | <u>Description</u>  | <u>Hours</u>       |
|------------------------------|---|---|--------------------|
| 05/18/18                     | D PEREZ   | REVIEW HTA JOINT STATUS REPORT RE: A. MERCADO PAYMENT MOTION (.3); EMAILS W/ C. RIVERO AND S. MA RE: HTA EMINENT DOMAIN SETTLEMENTS (.2).                     | 0.5                |
| 05/21/18                     | D PEREZ   | REVIEW MOVANT'S POSITION RE: A. MERCADO JOINT STATUS MOTION (.3); EMAILS W/ C. RIVERO AND S. MA RE: SAME (.4); REVIEW COMMENTS TO SAME (.2).                  | 0.9                |
| 05/25/18                     | D PEREZ   | REVIEW NEW HTA STAY NOTICE.   | 0.2                |
| 05/29/18                     | D PEREZ   | FOLLOW UP W/ C. RIVERO RE: HTA EMINENT DOMAIN STAY CASES (.3); REVIEW ORDER DENYING A. MERCADO MOTION FOR PAYMENT (.2); FOLLOW UP W/ C. RIVERO RE: SAME (.1). | 0.6                |
| 05/31/18                     | D PEREZ   | EMAIL P. FRIEDMAN, S. UHLAND, J. RAPISARDI RE: HTA SETTLEMENT OF EMINENT DOMAIN CLAIMS (.3); FOLLOW UP W/ S. MA RE: SAME (.1).                                | 0.4                |
| <b>Total</b>                 | <b>016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b> |   | <b>4.0</b>         |
| <b>017 REPORTING</b>         |   |   |                    |
| 05/01/18                     | P FRIEDMAN  | REVIEW HTA PUBLIC DISCLOSURES VIA EMMA.   | 0.3                |
| <b>Total</b>                 | <b>017 REPORTING</b>                                |   | <b>0.3</b>         |
| <b>Total Hours</b>           |   |   | <b>17.1</b>        |
| <b>Total Fees</b>            |   |   | <b>11,605.49</b>   |
| <b>Total Current Invoice</b> |   |   | <b>\$11,605.49</b> |

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: HTA TITLE III  
Matter: 0686892-00014

07/11/18  
Invoice: 1007144  
Page No. 4

### Timekeeper Summary

| <u>Timekeeper</u>          | <u>Rate</u> | <u>Hours</u> | <u>Amount</u>    |
|----------------------------|-------------|--------------|------------------|
| <b>Attorneys</b>           |             |              |                  |
| SUZZANNE UHLAND            | 1,062.50    | 0.7          | 743.75           |
| JENNIFER TAYLOR            | 765.00      | 0.2          | 153.00           |
| PETER FRIEDMAN             | 871.25      | 0.3          | 261.38           |
| ELIZABETH L. MCKEEN        | 807.50      | 0.3          | 242.25           |
| DIANA M. PEREZ             | 739.50      | 4.0          | 2,958.00         |
| AMALIA Y. SAX-BOLDER       | 624.75      | 1.6          | 999.60           |
| JOSEPH A. SPINA            | 624.75      | 9.0          | 5,622.76         |
| BRETT M. NEVE              | 624.75      | 1.0          | 624.75           |
| <b>Total for Attorneys</b> |             | <b>17.1</b>  | <b>11,605.49</b> |
| <b>Total</b>               |             | <b>17.1</b>  | <b>11,605.49</b> |

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Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
Matter Name: HTA TITLE III  
Matter: 0686892-00014

07/11/18  
Invoice: 1007144  
Page No. 5

### Task Summary

| <u>Timekeeper</u>   | <u>Title</u> | <u>Rate</u> | <u>Hours</u> | <u>Amount</u>   |
|---|--------------|-------------|--------------|-----------------|
| JOSEPH A. SPINA   | Associate    | 624.75      | 0.7          | 437.33          |
| <b>Total for 003 ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS</b> |              |             | <b>0.7</b>   | <b>437.33</b>   |
|   |              |             |              |                 |
| JENNIFER TAYLOR   | Partner      | 765.00      | 0.2          | 153.00          |
| <b>Total for 005 CASE ADMINISTRATION</b>                              |              |             | <b>0.2</b>   | <b>153.00</b>   |
|   |              |             |              |                 |
| SUZZANNE UHLAND   | Partner      | 1,062.50    | 0.7          | 743.75          |
| ELIZABETH L. MCKEEN   | Partner      | 807.50      | 0.3          | 242.25          |
| AMALIA Y. SAX-BOLDER  | Associate    | 624.75      | 1.6          | 999.60          |
| BRETT M. NEVE   | Associate    | 624.75      | 1.0          | 624.75          |
| <b>Total for 007 CORPORATE GOVERNANCE AND BOARD MATTERS</b>           |              |             | <b>3.6</b>   | <b>2,610.35</b> |
|   |              |             |              |                 |
| JOSEPH A. SPINA   | Associate    | 624.75      | 8.3          | 5,185.43        |
| <b>Total for 009 FEE APPLICATIONS</b>                                 |              |             | <b>8.3</b>   | <b>5,185.43</b> |
|   |              |             |              |                 |
| DIANA M. PEREZ  | Counsel      | 739.50      | 4.0          | 2,958.00        |
| <b>Total for 016 RELIEF FROM STAY AND ADEQUATE PROTECTION</b>         |              |             | <b>4.0</b>   | <b>2,958.00</b> |
|   |              |             |              |                 |
| PETER FRIEDMAN  | Partner      | 871.25      | 0.3          | 261.38          |
| <b>Total for 017 REPORTING</b>  |              |             | <b>0.3</b>   | <b>261.38</b>   |

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**Please include client/matter/invoice number and/or attorney name.**



Client: PUERTO RICO FISCAL AGENCY & FINANCIAL ADVISORY AUTHORITY  
 Matter Name: PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS &  
 TRANSPORTATION AUTHORITY, ET AL.  
 Matter: 0686892-00025

07/11/18  
 Invoice: 1007150

Page No. 2

**PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS & TRANSPORTATION AUTHORITY, ET AL.**

For Professional Services Rendered Through May 31, 2018

| <u>Date</u>        | <u>Name</u> | <u>Description</u>  | <u>Hours</u>     |
|--------------------|-------------|---|------------------|
| 05/07/18           | J DALOG     | PREPARE APPELLATE COURT BRIEFING FOR ATTORNEY REVIEW.   | 0.8              |
| 05/07/18           | P FRIEDMAN  | REVIEW REPLY BRIEF IN FIRST CIRCUIT APPEAL.   | 2.2              |
| 05/08/18           | E MCKEEN    | REVIEW FIRST CIRCUIT REPLY BRIEF.   | 1.2              |
| 05/22/18           | P FRIEDMAN  | PREPARE FOR PEAJE MOOT COURT ARGUMENT.  | 1.9              |
| 05/22/18           | A PAVEL     | EMAIL P. FRIEDMAN AND Y. DUBIN RE: ORAL ARGUMENT.   | 0.3              |
| 05/24/18           | P FRIEDMAN  | PREPARE FOR PEAJE MOOT ARGUMENT   | 1.1              |
| 05/24/18           | Y DUBIN     | PREPARE OUTLINE FOR MOOT COURT FOR J. RAPISARDI.  | 0.6              |
| 05/24/18           | Y DUBIN     | EMAIL W/ P. FRIEDMAN RE: PREPARATION OF BINDER FOR MOOT COURT FOR J. RAPISARDI.                                 | 0.3              |
| 05/24/18           | Y DUBIN     | COLLECT MATERIALS FOR PREPARATION OF OUTLINE FOR MOOT COURT ARGUMENT FOR J. RAPISARDI.                          | 0.8              |
| 05/25/18           | P FRIEDMAN  | PREPARE FOR APPELLATE MOOT ARGUMENT   | 1.4              |
| 05/26/18           | Y DUBIN     | REVIEW AND ANALYZE OPINION BELOW IN PREPARATION FOR MOOT COURT ARGUMENT.  | 1.7              |
| 05/26/18           | Y DUBIN     | REVIEW AND ANALYZE APPELLANT'S BRIEF IN PREPARATION FOR MOOT COURT ARGUMENT.                                    | 0.9              |
| 05/26/18           | Y DUBIN     | DRAFT POTENTIAL QUESTIONS FOR MOOT COURT ARGUMENT.  | 2.2              |
| 05/26/18           | Y DUBIN     | REVIEW AND ANALYZE APPELLEE'S BRIEF IN PREPARATION FOR MOOT COURT.  | 1.8              |
| 05/26/18           | Y DUBIN     | REVIEW AND ANALYZE REPLY BRIEF IN PREPARATION FOR MOOT COURT.   | 1.7              |
| 05/27/18           | P FRIEDMAN  | PREPARE FOR MOOT COURT ARGUMENT RE: PEAJE APPEAL.   | 1.8              |
| 05/29/18           | Y DUBIN     | MOOT J. LEVITAN IN PREPARATION FOR ORAL ARGUMENT.   | 2.5              |
| 05/29/18           | E MCKEEN    | PARTICIPATE IN MOOT COURT ARGUMENT FOR FIRST CIRCUIT ARGUMENT W/ OMM AND PROSKAUER TEAMS.                       | 2.3              |
| 05/29/18           | P FRIEDMAN  | PREPARE FOR AND PARTICIPATE IN PEAJE FIRST CIRCUIT MOOT ARGUMENT W/ PROSKAUER TEAM, Y. DUBIN, AND J. RAPISARDI. | 3.5              |
| <b>Total Hours</b> |             |   | <b>29.0</b>      |
| <b>Total Fees</b>  |             |   | <b>21,693.32</b> |

**Disbursements**

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Matter Name: PEAJE INVESTMENTS LLC V. PUERTO RICO HIGHWAYS &  
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07/11/18  
Invoice: 1007150  
Page No. 3

|                              |                    |
|------------------------------|--------------------|
| Copying                      | \$165.60           |
| <b>Total Disbursements</b>   | <b>\$165.60</b>    |
| <b>Total Current Invoice</b> | <b>\$21,858.92</b> |

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| <u>Date</u> | <u>Cost Type</u> | <u>Description</u>  | <u>Qty</u> | <u>Amount</u> |
|-------------|------------------|---|------------|---------------|
| 05/08/18    | E101             | Lasertrak Color Printing - Hernandez, Tanya Pages: 2        | 2.00       | \$0.20        |
| 05/08/18    | E101             | Lasertrak Printing - Hernandez, Tanya Pages: 149            | 149.00     | 14.90         |
| 05/08/18    | E101             | Lasertrak Printing - Hernandez, Tanya Pages: 37             | 37.00      | 3.70          |
| 05/08/18    | E101             | Lasertrak Printing - Hernandez, Tanya Pages: 2              | 2.00       | 0.20          |
| 05/08/18    | E101             | Lasertrak Color Printing - Hernandez, Tanya Pages: 2        | 2.00       | 0.20          |
| 05/08/18    | E101             | Lasertrak Printing - Hernandez, Tanya Pages: 68             | 68.00      | 6.80          |
| 05/08/18    | E101             | Lasertrak Printing - Hernandez, Tanya Pages: 1              | 1.00       | 0.10          |
| 05/08/18    | E101             | Lasertrak Color Printing - Hernandez, Tanya Pages: 1        | 1.00       | 0.10          |
| 05/08/18    | E101             | Lasertrak Printing - Hernandez, Tanya Pages: 18             | 18.00      | 1.80          |
| 05/08/18    | E101             | Lasertrak Printing - Hernandez, Tanya Pages: 2              | 2.00       | 0.20          |
| 05/08/18    | E101             | Lasertrak Printing - Hernandez, Tanya Pages: 69             | 69.00      | 6.90          |
| 05/08/18    | E101             | Lasertrak Color Printing - Hernandez, Tanya Pages: 1        | 1.00       | 0.10          |
| 05/08/18    | E101             | Lasertrak Printing - Hernandez, Tanya Pages: 52             | 52.00      | 5.20          |
| 05/08/18    | E101             | Lasertrak Color Printing - Hernandez, Tanya Pages: 1        | 1.00       | 0.10          |
| 05/08/18    | E101             | Lasertrak Color Printing - Hernandez, Tanya Pages: 2        | 2.00       | 0.20          |
| 05/24/18    | E101             | Lasertrak Printing - Dubin, Yaira Pages: 1                  | 1.00       | 0.10          |
| 05/24/18    | E101             | Lasertrak Printing - Dubin, Yaira Pages: 69                 | 69.00      | 6.90          |
| 05/24/18    | E101             | Lasertrak Color Printing - Dubin, Yaira Pages: 2            | 2.00       | 0.20          |
| 05/24/18    | E101             | Lasertrak Printing - Dubin, Yaira Pages: 74                 | 74.00      | 7.40          |
| 05/24/18    | E101             | Lasertrak Printing - Dubin, Yaira Pages: 16                 | 16.00      | 1.60          |
| 05/24/18    | E101             | Color Copying (Copitrak - Internal) - Dubin, Yaira Pages: 3 | 3.00       | 0.30          |
| 05/24/18    | E101             | Lasertrak Printing - Dubin, Yaira Pages: 69                 | 69.00      | 6.90          |
| 05/24/18    | E101             | Lasertrak Color Printing - Dubin, Yaira Pages: 2            | 2.00       | 0.20          |
| 05/24/18    | E101             | Lasertrak Printing - Dubin, Yaira Pages: 298                | 298.00     | 29.80         |
| 05/24/18    | E101             | Lasertrak Printing - Dubin, Yaira Pages: 8                  | 8.00       | 0.80          |
| 05/24/18    | E101             | Lasertrak Printing - Dubin, Yaira Pages: 8                  | 8.00       | 0.80          |
| 05/24/18    | E101             | Lasertrak Printing - Dubin, Yaira Pages: 120                | 120.00     | 12.00         |
| 05/24/18    | E101             | Lasertrak Printing - Dubin, Yaira Pages: 69                 | 69.00      | 6.90          |
| 05/24/18    | E101             | Lasertrak Printing - Dubin, Yaira Pages: 37                 | 37.00      | 3.70          |
| 05/24/18    | E101             | Lasertrak Printing - Dubin, Yaira Pages: 120                | 120.00     | 12.00         |
| 05/24/18    | E101             | Copying (Copitrak - Internal) - Dubin, Yaira Pages: 19      | 19.00      | 1.90          |
| 05/24/18    | E101             | Lasertrak Printing - Dubin, Yaira Pages: 69                 | 69.00      | 6.90          |
| 05/24/18    | E101             | Lasertrak Printing - Dubin, Yaira Pages: 37                 | 37.00      | 3.70          |

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|  |      |  |        |                 |
|--|------|--|--------|-----------------|
| 05/24/18                                   | E101 | Lasertrak Printing - Dubin, Yaira Pages: 16  | 16.00  | 1.60            |
| 05/24/18                                   | E101 | Lasertrak Printing - Dubin, Yaira Pages: 37  | 37.00  | 3.70            |
| 05/24/18                                   | E101 | Lasertrak Printing - Dubin, Yaira Pages: 138 | 138.00 | 13.80           |
| 05/24/18                                   | E101 | Lasertrak Printing - Dubin, Yaira Pages: 37  | 37.00  | 3.70            |
| <b>Total for E101 - Lasertrak Printing</b> |      |  |        | <b>\$165.60</b> |

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## Timekeeper Summary

| <u>Timekeeper</u>                             | <u>Hours</u> |
|---|--------------|
| <b>Attorneys</b>                              |              |
| PETER FRIEDMAN                                | 11.9         |
| ELIZABETH L. MCKEEN                           | 3.5          |
| ASHLEY PAVEL                                  | 0.3          |
| YAIRA DUBIN                                   | 12.5         |
| <b>Total for Attorneys</b>                    | <b>28.2</b>  |
| <b>Paralegal/Litigation Support</b>           |              |
| JOHN PAOLO DALOG                              | 0.8          |
| <b>Total for Paralegal/Litigation Support</b> | <b>0.8</b>   |
| <b>Total</b>                                  | <b>29.0</b>  |

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